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ELIAS C. ALVORD (1942)  
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RECORDATION NO. 23044-A FILED

MAR 02 '01 1:41 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

March 3, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment and Assumption Agreement, dated February 28, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Board under Recordation Number 23044.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Corporation  
One Centerpointe Drive  
Lake Oswego, OR 97035

Assignee: MRC Rail Services, LLC  
One California Street  
Suite 1500  
San Francisco, CA 94111

A description of the railroad equipment covered by the enclosed document is:

300 boxcars AOK 19000 - AOK 19299

Mr. Vernon A. Williams  
March 3, 2001  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Assignment and Assumption Agreement between  
Greenbrier Leasing Corporation, Assignor, and MRC Rail Services,  
LLC, Assignee, covering 300 boxcars AOK 19000 - AOK 19299.

Also enclosed is a check in the amount of \$27.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

MRC RAIL SERVICES, LLC

February 28, 2001

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Memorandum of Assignment and Assumption Agreement made and entered into as of February 28, 2001, by and between Greenbrier Leasing Corporation, a Delaware limited liability company ("Assignor"), and MRC Rail Services, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to TFM, S.A. de C.V. ("Lessee") three hundred (300) 60-foot 10-inch Plate F, 100-ton appliance boxcars with double 8-foot sliding doors and smooth floors, marked and numbered AOK 19000 through AOK 19299, inclusive, pursuant to that certain Lease Agreement dated January 11, 2000, and Rider No. 1 thereto of the same date.
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the Cars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norman M. Webb

Title: Executive Vice President

MRC RAIL SERVICES, LLC

By: Michelle Rose

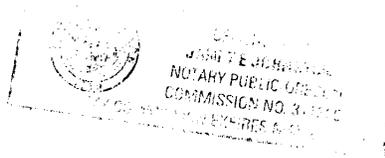
Title: President

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 22<sup>nd</sup> day of February, 2001, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Jennil E Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF California )  
 ) ss.  
COUNTY OF San Francisco )

On this 1<sup>st</sup> day of March, 2001, before me personally appeared Michihiro Nose, to me personally known, who being by me duly sworn, says that s/he is the president of MRC Rail Services, LLC, and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was his or her free act and deed.

Shirlyn J. Kim  
NOTARY PUBLIC

My commission expires: 3/25/04

