

RECORDATION NO. 23388-0 FILED

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OCT 24 '01 3-03 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 24, 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 August 17, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement Schedule No. 2, which was previously filed with the Board under Recordation Number 23388-A.

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

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

Assignee: MRC Rail Services, LLC
~~200 Park Avenue~~ *One California Street*
~~New York, NY 11066~~ *Suite 1500*
San Francisco, CA 94111
C. Lester

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

40 three-unit, articulated, double-stack railcars BRAN 6260 - BRAN 6299

Mr. Vernon A. Williams
October 24, 2001
Page Two

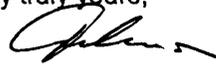
A short summary of the document to appear in the index follows:

Memorandum of Assignment and Assumption Agreement

Also enclosed is a check in the amount of \$28.00 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,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

MRC RAIL SERVICES, LLC

AUGUST 7, 2001

Memorandum of Assignment and Assumption Agreement made and entered into as of August 7, 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 Pacer International, Inc. ("Lessee") one hundred (100) three-unit, articulated, double-stack railcars with 53-foot wells marked and numbered BRAN 6200 through BRAN 6299, inclusive, pursuant to that certain Lease Agreement dated February 14, 2001, and Schedules No. 1 and 2 dated February 14, 2001 and March 1, 2001, respectively, (collectively, the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor those certain assets described in Exhibit A hereto.
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: Normis M. Webb

Title: Executive Vice President

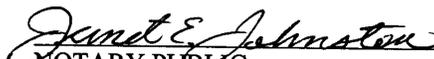
MRC RAIL SERVICES, LLC

By: Michael Rose

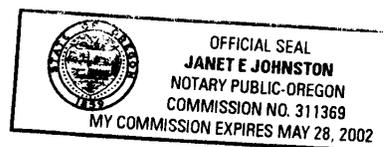
Title: President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 2nd day of August, 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.

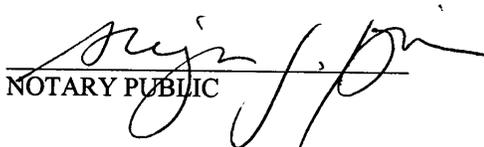

NOTARY PUBLIC

My commission expires: 5/28/2002



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

On this 16th day of ~~August~~ ^{Oct}, 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.


NOTARY PUBLIC

My commission expires: _____



EXHIBIT A
Second Assets

Second Assets:

- (1) Forty (40)) three-unit, articulated, double-stack railcars with 53-foot wells marked and numbered BRAN 6260 through BRAN 6299, inclusive.
- (2) The Lease Agreement between Greenbrier Leasing Corporation and Pacer International, Inc. dated February 14, 2001, and Schedule No. 2 dated March 1, 2001.

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