RECORDATION NO. 23372-Q FILED

NOV 27 '01 3:00 PM

TS

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 27, 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, dated November 27, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (Rider No. 10) which is being filed with the Board under Recordation Number 23372-N.

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

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

Assignee: First Union Rail Corporation
6250 River Road
Rosemont, Il 60018

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

513 stand-alone double-stack railcars bearing FEC reporting marks and road numbers within the series 70000 - 70279, 70400 - 70618 and 71026 - 71124.

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

Memorandum of Assignment

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

MEMORANDUM OF ASSIGNMENT
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT dated as of November 27, 2001, is between GREENBRIER LEASING CORPORATION, a Delaware corporation ("Greenbrier"), and FIRST UNION RAIL CORPORATION, a North Carolina corporation ("FURC").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as lessor has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Cars") pursuant to that certain Lease Agreement dated as of May 1, 2000, and Rider No. 10 thereto (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Florida East Coast Railway, LLC.

B. A Memorandum of Lease was filed with respect to Rider No. 10 on even date herewith, under recordation number 23372-N.

C. Greenbrier and FURC are parties to that certain Assignment and Assumption Agreement dated August 31, 2001, and Assignment and Assumption Schedule No. 3 thereto dated on even date herewith, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease with respect to the Cars to FURC.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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RECORDATION NO. 23372-O FILED

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SURFACE TRANSPORTATION BOARD

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Memo of Assignment (STB)

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GREENBRIER LEASING CORPORATION

By: Norriss M. Webb
Name: Norriss M. Webb
Title: Executive Vice President

STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

On the 30 day of November, 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 that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the said instrument was their free act and deed.

OFFICIAL SEAL
JANET E JOHNSTON
NOTARY PUBLIC-OREGON
COMMISSION NO. 311369
MY COMMISSION EXPIRES MAY 28, 2002

Janet E Johnston
Notary Public for Oregon
My commission expires: 5/28/2002

[notary seal]

G:\WORD\Purchase Agts\2001\FIRST UNION FEC STAND-ALONE DS CARS\SECOND CLOSING - NOV 2001\MEMORANDUM OF ASSIGNMENT 2.doc

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

By: _____
Name: John J. Thomas
Title: President

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On the ___ day of November, 2001, before me personally appeared John J. Thomas to me personally known, who being by me duly sworn, says that he is the President of First Union Rail Corporation that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the exccutioin of the said instrument was their free act and deed.

_____
Notary Public for Illinois
My commission expires: 10-7-05

[notary seal]

OFFICIAL SEAL
K. A. DOMBROWSKI
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 10-7-2005

SCHEDULE I

RAILCAR LIST

Five ~~Five~~ hundred thirteen (513) stand-alone double-stack railcars marked and numbered as follows:

	Car Mark	Car No.		Car Mark	Car No.		Car Mark	Car No.
1	FEC	70000	41	FEC	70064	81	FEC	70104
2	FEC	70010	42	FEC	70065	82	FEC	70105
3	FEC	70016	43	FEC	70066	83	FEC	70106
4	FEC	70017	44	FEC	70067	84	FEC	70107
5	FEC	70018	45	FEC	70068	85	FEC	70108
6	FEC	70019	46	FEC	70069	86	FEC	70109
7	FEC	70020	47	FEC	70070	87	FEC	70110
8	FEC	70021	48	FEC	70071	88	FEC	70111
9	FEC	70022	49	FEC	70072	89	FEC	70112
10	FEC	70025	50	FEC	70073	90	FEC	70113
11	FEC	70028	51	FEC	70074	91	FEC	70114
12	FEC	70029	52	FEC	70075	92	FEC	70115
13	FEC	70030	53	FEC	70076	93	FEC	70116
14	FEC	70032	54	FEC	70077	94	FEC	70117
15	FEC	70033	55	FEC	70078	95	FEC	70118
16	FEC	70034	56	FEC	70079	96	FEC	70119
17	FEC	70036	57	FEC	70080	97	FEC	70120
18	FEC	70038	58	FEC	70081	98	FEC	70121
19	FEC	70041	59	FEC	70082	99	FEC	70122
20	FEC	70042	60	FEC	70083	100	FEC	70123
21	FEC	70043	61	FEC	70084	101	FEC	70125
22	FEC	70044	62	FEC	70085	102	FEC	70126
23	FEC	70045	63	FEC	70086	103	FEC	70127
24	FEC	70046	64	FEC	70087	104	FEC	70128
25	FEC	70047	65	FEC	70088	105	FEC	70129
26	FEC	70048	66	FEC	70089	106	FEC	70130
27	FEC	70049	67	FEC	70090	107	FEC	70131
28	FEC	70050	68	FEC	70091	108	FEC	70132
29	FEC	70051	69	FEC	70092	109	FEC	70133
30	FEC	70052	70	FEC	70093	110	FEC	70134
31	FEC	70054	71	FEC	70094	111	FEC	70135
32	FEC	70055	72	FEC	70095	112	FEC	70136
33	FEC	70056	73	FEC	70096	113	FEC	70137
34	FEC	70057	74	FEC	70097	114	FEC	70138
35	FEC	70058	75	FEC	70098	115	FEC	70139
36	FEC	70059	76	FEC	70099	116	FEC	70140
37	FEC	70060	77	FEC	70100	117	FEC	70141
38	FEC	70061	78	FEC	70101	118	FEC	70142
39	FEC	70062	79	FEC	70102	119	FEC	70143
40	FEC	70063	80	FEC	70103	120	FEC	70144

	Car Mark	Car No.		Car Mark	Car No.		Car Mark	Car No.
121	FEC	70145	161	FEC	70187	201	FEC	70229
122	FEC	70146	162	FEC	70188	202	FEC	70230
123	FEC	70147	163	FEC	70189	203	FEC	70231
124	FEC	70148	164	FEC	70190	204	FEC	70232
125	FEC	70149	165	FEC	70191	205	FEC	70233
126	FEC	70150	166	FEC	70192	206	FEC	70234
127	FEC	70151	167	FEC	70193	207	FEC	70235
128	FEC	70152	168	FEC	70194	208	FEC	70236
129	FEC	70153	169	FEC	70195	209	FEC	70237
130	FEC	70154	170	FEC	70196	210	FEC	70238
131	FEC	70155	171	FEC	70197	211	FEC	70239
132	FEC	70157	172	FEC	70198	212	FEC	70240
133	FEC	70158	173	FEC	70199	213	FEC	70242
134	FEC	70159	174	FEC	70201	214	FEC	70243
135	FEC	70160	175	FEC	70202	215	FEC	70244
136	FEC	70161	176	FEC	70204	216	FEC	70245
137	FEC	70162	177	FEC	70205	217	FEC	70246
138	FEC	70163	178	FEC	70206	218	FEC	70259
139	FEC	70164	179	FEC	70207	219	FEC	70265
140	FEC	70165	180	FEC	70208	220	FEC	70279
141	FEC	70166	181	FEC	70209	221	FEC	70400
142	FEC	70167	182	FEC	70210	222	FEC	70401
143	FEC	70168	183	FEC	70211	223	FEC	70402
144	FEC	70169	184	FEC	70212	224	FEC	70403
145	FEC	70170	185	FEC	70213	225	FEC	70404
146	FEC	70171	186	FEC	70214	226	FEC	70405
147	FEC	70172	187	FEC	70215	227	FEC	70406
148	FEC	70173	188	FEC	70216	228	FEC	70407
149	FEC	70174	189	FEC	70217	229	FEC	70408
150	FEC	70175	190	FEC	70218	230	FEC	70409
151	FEC	70177	191	FEC	70219	231	FEC	70410
152	FEC	70178	192	FEC	70220	232	FEC	70411
153	FEC	70179	193	FEC	70221	233	FEC	70412
154	FEC	70180	194	FEC	70222	234	FEC	70413
155	FEC	70181	195	FEC	70223	235	FEC	70414
156	FEC	70182	196	FEC	70224	236	FEC	70415
157	FEC	70183	197	FEC	70225	237	FEC	70416
158	FEC	70184	198	FEC	70226	238	FEC	70417
159	FEC	70185	199	FEC	70227	239	FEC	70418
160	FEC	70186	200	FEC	70228	240	FEC	70419

	Car Mark	Car No.		Car Mark	Car No.		Car Mark	Car No.
241	FEC	70420	281	FEC	70460	321	FEC	70500
242	FEC	70421	282	FEC	70461	322	FEC	70501
243	FEC	70422	283	FEC	70462	323	FEC	70502
244	FEC	70423	284	FEC	70463	324	FEC	70503
245	FEC	70424	285	FEC	70464	325	FEC	70504
246	FEC	70425	286	FEC	70465	326	FEC	70505
247	FEC	70426	287	FEC	70466	327	FEC	70506
248	FEC	70427	288	FEC	70467	328	FEC	70507
249	FEC	70428	289	FEC	70468	329	FEC	70508
250	FEC	70429	290	FEC	70469	330	FEC	70509
251	FEC	70430	291	FEC	70470	331	FEC	70510
252	FEC	70431	292	FEC	70471	332	FEC	70511
253	FEC	70432	293	FEC	70472	333	FEC	70512
254	FEC	70433	294	FEC	70473	334	FEC	70513
255	FEC	70434	295	FEC	70474	335	FEC	70514
256	FEC	70435	296	FEC	70475	336	FEC	70515
267	FEC	70436	297	FEC	70476	337	FEC	70516
258	FEC	70437	298	FEC	70477	338	FEC	70517
259	FEC	70438	299	FEC	70478	339	FEC	70518
260	FEC	70439	300	FEC	70479	340	FEC	70519
261	FEC	70440	301	FEC	70480	341	FEC	70520
262	FEC	70441	302	FEC	70481	342	FEC	70521
263	FEC	70442	303	FEC	70482	343	FEC	70522
264	FEC	70443	304	FEC	70483	344	FEC	70523
265	FEC	70444	305	FEC	70484	345	FEC	70524
266	FEC	70445	306	FEC	70485	346	FEC	70525
267	FEC	70446	307	FEC	70486	347	FEC	70526
268	FEC	70447	308	FEC	70487	348	FEC	70527
269	FEC	70448	309	FEC	70488	349	FEC	70528
270	FEC	70449	310	FEC	70489	350	FEC	70529
271	FEC	70450	311	FEC	70490	351	FEC	70530
272	FEC	70451	312	FEC	70491	352	FEC	70531
273	FEC	70452	313	FEC	70492	353	FEC	70532
274	FEC	70453	314	FEC	70493	354	FEC	70533
275	FEC	70454	315	FEC	70494	355	FEC	70534
276	FEC	70455	316	FEC	70495	356	FEC	70535
277	FEC	70456	317	FEC	70496	357	FEC	70536
278	FEC	70457	318	FEC	70497	358	FEC	70537
279	FEC	70458	319	FEC	70498	359	FEC	70538
280	FEC	70459	320	FEC	70499	360	FEC	70539

	Car Mark	Car No.		Car Mark	Car No.		Car Mark	Car No.
361	FEC	70540	401	FEC	70580	441	FEC	71052
362	FEC	70541	402	FEC	70581	442	FEC	71053
363	FEC	70542	403	FEC	70582	443	FEC	71054
364	FEC	70543	404	FEC	70583	444	FEC	71055
365	FEC	70544	405	FEC	70584	445	FEC	71056
366	FEC	70545	406	FEC	70585	446	FEC	71057
367	FEC	70546	407	FEC	70586	447	FEC	71058
368	FEC	70547	408	FEC	70587	448	FEC	71059
369	FEC	70548	409	FEC	70588	449	FEC	71060
370	FEC	70549	410	FEC	70589	450	FEC	71061
371	FEC	70550	411	FEC	70590	451	FEC	71062
372	FEC	70551	412	FEC	70591	452	FEC	71063
373	FEC	70552	413	FEC	70592	453	FEC	71064
374	FEC	70553	414	FEC	70593	454	FEC	71065
375	FEC	70554	415	FEC	70595	455	FEC	71066
376	FEC	70555	416	FEC	70596	456	FEC	71067
377	FEC	70556	417	FEC	70597	457	FEC	71068
378	FEC	70557	418	FEC	70598	458	FEC	71069
379	FEC	70558	419	FEC	70599	459	FEC	71070
380	FEC	70559	420	FEC	70600	460	FEC	71071
381	FEC	70560	421	FEC	70601	461	FEC	71072
382	FEC	70561	422	FEC	70602	462	FEC	71073
383	FEC	70562	423	FEC	70603	463	FEC	71074
384	FEC	70563	424	FEC	70604	464	FEC	71075
385	FEC	70564	425	FEC	70605	465	FEC	71076
386	FEC	70565	426	FEC	70606	466	FEC	71077
387	FEC	70566	427	FEC	70607	467	FEC	71078
388	FEC	70567	428	FEC	70608	468	FEC	71079
389	FEC	70568	429	FEC	70609	469	FEC	71080
390	FEC	70569	430	FEC	70610	470	FEC	71081
391	FEC	70570	431	FEC	70611	471	FEC	71082
392	FEC	70571	432	FEC	70612	472	FEC	71083
393	FEC	70572	433	FEC	70614	473	FEC	71084
394	FEC	70573	434	FEC	70615	474	FEC	71085
395	FEC	70574	435	FEC	70617	475	FEC	71086
396	FEC	70575	436	FEC	70618	476	FEC	71087
397	FEC	70576	437	FEC	71026	477	FEC	71088
398	FEC	70577	438	FEC	71034	478	FEC	71089
399	FEC	70578	439	FEC	71050	479	FEC	71090
400	FEC	70579	440	FEC	71051	480	FEC	71091

	Car Mark	Car No.
481	FEC	71092
482	FEC	71093
483	FEC	71094
484	FEC	71095
485	FEC	71096
486	FEC	71097
487	FEC	71098
488	FEC	71099
489	FEC	71100
490	FEC	71101
491	FEC	71102
492	FEC	71103
493	FEC	71104
494	FEC	71105
495	FEC	71106
496	FEC	71107
497	FEC	71108
498	FEC	71109
499	FEC	71110
500	FEC	71111
501	FEC	71112
502	FEC	71113
503	FEC	71114
504	FEC	71115
505	FEC	71116
506	FEC	71117
507	FEC	71118
508	FEC	71119
509	FEC	71120
510	FEC	71121
511	FEC	71122
512	FEC	71123
513	FEC	71124

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: Nov. 27, '01

Robert W. Alvord