

RECORDATION NO. 21316-AA FILED

FEB 22 '02

4-03 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

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

February 22, 2002

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 as of February 22, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Lease Agreement (Rider No. 11) previously filed with the Board under Recordation Number 21316-Z.

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

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive
Suite 200
Lake Oswego, OR 97035

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

Mr. Vernon A. Williams
February 22, 2002
Page Two

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

120 boxcars within the series IBT 21000 – IBT 21149

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

RECORDATION NO. 21316-AA FILED

MEMORANDUM OF ASSIGNMENT
(Surface Transportation Board)

FEB 22 '02

4-03 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT dated as of February 22, 2002 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 Master Lease Agreement dated as of November 19, 1997 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Minnesota, Dakota & Western Railway Company.

B. The Lease was recorded with the Surface Transportation Board on April 6, 1998 under recordation number 21316. Rider No. 11 to the Lease was recorded on August 28, 2001 under recordation number 21316X.

C. An Amendment to Rider No. 11 to Master Lease Agreement was recorded with the Surface Transportation Board on February 5, 2002 under recordation number 21316Z,

D. Greenbrier and FURC are parties to that certain Assignment and Assumption Agreement dated February , 2002 pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease with respect to the Cars to FURC.

E. 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.

[The remainder of this page has been intentionally left blank]

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

GREENBRIER LEASING CORPORATION

By: *M. Rittenbaum*
Name: *Mark Rittenbaum*
Title: *Vice President*

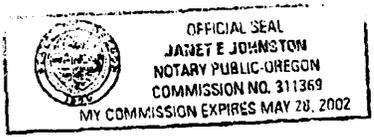
STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

The foregoing Memorandum of ^{Assignment} Lease was acknowledged before me, the undersigned Notary Public, in the County of Clackamas this 8th day of February, 2002 by Mark Rittenbaum as Vice President of GREENBRIER LEASING CORPORATION, a Delaware corporation.

Janet E. Johnston
Notary Public

My commission expires: 5/26/2002

[Notarial Seal]



SCHEDULE 1

DESCRIPTION OF CARS

1. One Hundred Twenty (120) 60-foot, 100 ton Plate F boxcars, with 15-inch EOCC, 60,000 lb. nailable steel floors, and single 12-foot plug doors marked and numbered as indicated on the attached Railcar List.

DESCRIPTION OF LEASE & OPERATIVE DOCUMENTS

1. Master Lease Agreement dated November 19, 1997 between Greenbrier Leasing Corporation ("Greenbrier") and Minnesota, Dakota & Western Railway Company ("MDW");
2. Amendment to Master Lease Agreement dated December 10, 1999 between Greenbrier and MDW;
3. Rider No. 11 thereto dated as of July 16, 2001, covering one hundred fifty (150) 60-foot, 100 ton, Plate F boxcars, with 15-inch EOCC, 60,000 lb. nailable steel floors, and single 12-foot plug doors marked and numbered IBT 21000 through IBT 21149 inclusive; and
4. Amendment to Rider No. 11 dated as of October 2, 2001 between Greenbrier and MDW.

RAILCAR LIST

Mark & Number	Mark & Number	Mark & Number
1. IBT 21000	46. IBT 21048	91. IBT 21111
2. IBT 21001	47. IBT 21049	92. IBT 21113
3. IBT 21002	48. IBT 21050	93. IBT 21114
4. IBT 21003	49. IBT 21052	94. IBT 21117
5. IBT 21004	50. IBT 21053	95. IBT 21119
6. IBT 21005	51. IBT 21055	96. IBT 21121
7. IBT 21006	52. IBT 21056	97. IBT 21122
8. IBT 21007	53. IBT 21057	98. IBT 21123
9. IBT 21008	54. IBT 21061	99. IBT 21124
10. IBT 21009	55. IBT 21063	100. IBT 21125
11. IBT 21010	56. IBT 21066	101. IBT 21126
12. IBT 21011	57. IBT 21067	102. IBT 21127
13. IBT 21012	58. IBT 21068	103. IBT 21128
14. IBT 21013	59. IBT 21070	104. IBT 21129
15. IBT 21014	60. IBT 21071	105. IBT 21132
16. IBT 21017	61. IBT 21072	106. IBT 21133
17. IBT 21018	62. IBT 21073	107. IBT 21134
18. IBT 21019	63. IBT 21074	108. IBT 21136
19. IBT 21020	64. IBT 21075	109. IBT 21137
20. IBT 21021	65. IBT 21077	110. IBT 21138
21. IBT 21022	66. IBT 21080	111. IBT 21139
22. IBT 21023	67. IBT 21082	112. IBT 21140
23. IBT 21024	68. IBT 21084	113. IBT 21142
24. IBT 21025	69. IBT 21085	114. IBT 21143
25. IBT 21026	70. IBT 21086	115. IBT 21144
26. IBT 21027	71. IBT 21087	116. IBT 21145
27. IBT 21028	72. IBT 21088	117. IBT 21146
28. IBT 21030	73. IBT 21089	118. IBT 21147
29. IBT 21031	74. IBT 21090	119. IBT 21148
30. IBT 21032	75. IBT 21091	120. IBT 21149
31. IBT 21033	76. IBT 21092	
32. IBT 21034	77. IBT 21093	
33. IBT 21035	78. IBT 21095	
34. IBT 21036	79. IBT 21096	
35. IBT 21037	80. IBT 21097	
36. IBT 21038	81. IBT 21099	
37. IBT 21039	82. IBT 21100	
38. IBT 21040	83. IBT 21101	
39. IBT 21041	84. IBT 21102	
40. IBT 21042	85. IBT 21103	
41. IBT 21043	86. IBT 21104	
42. IBT 21044	87. IBT 21105	
43. IBT 21045	88. IBT 21107	
44. IBT 21046	89. IBT 21108	
45. IBT 21047	90. IBT 21110	

Total Cars: 120

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: _____

2/22/02



Robert W. Alvord