

SIDLEY AUSTIN BROWN & WOOD LLP

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May 31, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 21316 - BB FILED  
MAY 31 '02 11-14 AM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code

This document is a Memorandum of Partial Assignment and Assumption Agreement Between Greenbrier Leasing Corporation ("Assignor") and Bombardier Capital Rail Inc. ("Assignee")(the "Memorandum of Assignment"), a secondary document, dated as of May 31, 2002. The Memorandum of Assignment evidences the assignment to Assignee of all of Assignor's right, title and interest in three hundred sixty-seven (367) 50-foot 6-inch, 100-ton Plate F boxcars identified by serial number in Exhibit A to the Memorandum of Assignment (the "Equipment"), as well as Assignor's right, title and interest under that certain Master Lease Agreement dated November 19, 1997, that certain Amendment to Master Lease Agreement dated as of December 10, 1999, Rider No. 10 to the Master Lease Agreement dated as of July 15, 2001, and that certain Amendment To Rider No. 10 To Master Lease Agreement dated as of October 1, 2001 (collectively, the "Master Lease"). The primary document to which this secondary document is related was previously filed with the STB under Recordation No. 21316.

The names and addresses of the parties to the document are as follows:

ASSIGNOR: Greenbrier Leasing Corporation  
a Delaware corporation  
1 Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

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ASSIGNEE:           Bombardier Capital Rail Inc.,  
                          a Minnesota corporation  
                          12850 Gran Bay Parkway West  
                          Jacksonville, Florida 32258

A description of the equipment covered by the documents follows:

Three hundred sixty-seven (367) 50-foot, 6-inch, 100-ton, Plate F boxcars marked and numbered as follows:

<u>Mark</u>	<u>Number</u>
IBT	18400-18584
IBT	18586-18650
IBT	18652-18662
IBT	18665-18666
IBT	18668-18673
IBT	18675-18684
IBT	18687-18695
IBT	18697-18703
IBT	18705-18714
IBT	18717-18722
IBT	18724-18729
IBT	18731-18737
IBT	18740-18749
IBT	18752-18753
IBT	18755-18756
IBT	18758
IBT	18760
IBT	18764-18765
IBT	18767-18772
IBT	18774

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IBT	18776-18777
IBT	18779-18782
IBT	18784-18786
IBT	18788-18795
IBT	18798

A recordation of \$30.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to the person hand-delivering the documents.

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

Memorandum of Partial Assignment and Assumption Agreement dated May 31, 2002, between Greenbrier Leasing Corporation ("Assignor") and Bombardier Capital Rail Inc. ("Assignee") pertaining to three hundred sixty-seven (367) 50-foot, 6-inch, 100-ton, Plate F boxcars marked and numbered as follows: IBT 18400-18584; IBT 18586-18650; IBT 18652-18662; IBT 18665-18666; IBT 18668-18673; IBT 18675-18684; IBT 18687-18695; IBT 18697-18703; IBT 18705-18714; IBT 18717-18722; IBT 18724-18729; IBT 18731-18737; IBT 18740-18749; IBT 18752-18753; IBT 18755-18756; IBT 18758; IBT 18760; IBT 18764-18765; IBT 18767-18772; IBT 18774; IBT 18776-18777; IBT 18779-18782; IBT 18784-18786; IBT 18788-18795; IBT 18798.

Sincerely yours,

  
Terence M. Hynes

TMH:aat

RECORDATION NO. 21316 <sup>BB</sup> FILED

MAY 31 '02 10-14 AM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING CORPORATION**

**AND**

**BOMBARDIER CAPITAL RAIL INC.**

**MAY 31, 2002**

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Memorandum of Partial Assignment and Assumption Agreement made and entered into as of May 31, 2002, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Assignor"), and Bombardier Capital Rail Inc., a Minnesota corporation ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Minnesota, Dakota & Western Railway Company ("Lessee"), four hundred fifty (450) 50-foot 6-inch, 100-ton, Plate F boxcars marked and numbered IBT 18400 through IBT 18849, inclusive, pursuant to that certain Master Lease Agreement dated November 19, 1997, as amended by an Amendment to Master Lease Agreement dated December 10, 1999, and Rider No. 10 thereto dated as of July 15, 2001, as amended by Amendment to Rider No. 10 dated as of October 1, 2001 (collectively, the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor all of Assignor's right, title and interest in certain of the leased railcars, more completely described in Exhibit A hereto (the "Cars"), as well as Assignor's right, title and interest under the Lease to the extent it relates to the Cars.
3. This Memorandum of Partial 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 corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: Executive Vice President

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 19<sup>th</sup> day of May, 2002, 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.

*Janet E. Johnston*  
NOTARY PUBLIC

My commission expires: 5/28/2006



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

BOMBARDIER CAPITAL RAIL INC.

By: Mark A. Self

Title: Mark A. Self  
Vice President, General Manager

By: Michael C. Hurt

Title: Michael C. Hurt  
Vice President, Fleet Operations

STATE OF FLORIDA )  
COUNTY OF Duval ) ss.

On this 30 day of May, 2002, before me personally appeared Mark A. Self, to me personally known, who being by me duly sworn, says that s/he is the V.P., General Mgr of Bombardier Capital Rail Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

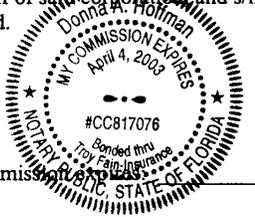


My commission expires \_\_\_\_\_

Donna A. Hoffman  
NOTARY PUBLIC

STATE OF FLORIDA )  
COUNTY OF Duval ) ss.

On this 30 day of May, 2002, before me personally appeared Michael C. Sturt, to me personally known, who being by me duly sworn, says that s/he is the V.P., Elect Operations of Bombardier Capital Rail Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



My commission expires \_\_\_\_\_

Donna A. Hoffman  
NOTARY PUBLIC

**EXHIBIT A**  
**(First Assets)**

Three hundred sixty-seven (367) 50-foot, 6-inch, 100-ton, Plate F boxcars marked and numbered as follows:

Line	Mark	Number	Line	Mark	Number	Line	Mark	Number
1	IBT	18400	41	IBT	18440	81	IBT	18480
2	IBT	18401	42	IBT	18441	82	IBT	18481
3	IBT	18402	43	IBT	18442	83	IBT	18482
4	IBT	18403	44	IBT	18443	84	IBT	18483
5	IBT	18404	45	IBT	18444	85	IBT	18484
6	IBT	18405	46	IBT	18445	86	IBT	18485
7	IBT	18406	47	IBT	18446	87	IBT	18486
8	IBT	18407	48	IBT	18447	88	IBT	18487
9	IBT	18408	49	IBT	18448	89	IBT	18488
10	IBT	18409	50	IBT	18449	90	IBT	18489
11	IBT	18410	51	IBT	18450	91	IBT	18490
12	IBT	18411	52	IBT	18451	92	IBT	18491
13	IBT	18412	53	IBT	18452	93	IBT	18492
14	IBT	18413	54	IBT	18453	94	IBT	18493
15	IBT	18414	55	IBT	18454	95	IBT	18494
16	IBT	18415	56	IBT	18455	96	IBT	18495
17	IBT	18416	57	IBT	18456	97	IBT	18496
18	IBT	18417	58	IBT	18457	98	IBT	18497
19	IBT	18418	59	IBT	18458	99	IBT	18498
20	IBT	18419	60	IBT	18459	100	IBT	18499
21	IBT	18420	61	IBT	18460	101	IBT	18500
22	IBT	18421	62	IBT	18461	102	IBT	18501
23	IBT	18422	63	IBT	18462	103	IBT	18502
24	IBT	18423	64	IBT	18463	104	IBT	18503
25	IBT	18424	65	IBT	18464	105	IBT	18504
26	IBT	18425	66	IBT	18465	106	IBT	18505
27	IBT	18426	67	IBT	18466	107	IBT	18506
28	IBT	18427	68	IBT	18467	108	IBT	18507
29	IBT	18428	69	IBT	18468	109	IBT	18508
30	IBT	18429	70	IBT	18469	110	IBT	18509
31	IBT	18430	71	IBT	18470	111	IBT	18510
32	IBT	18431	72	IBT	18471	112	IBT	18511
33	IBT	18432	73	IBT	18472	113	IBT	18512
34	IBT	18433	74	IBT	18473	114	IBT	18513
35	IBT	18434	75	IBT	18474	115	IBT	18514
36	IBT	18435	76	IBT	18475	116	IBT	18515
37	IBT	18436	77	IBT	18476	117	IBT	18516
38	IBT	18437	78	IBT	18477	118	IBT	18517
39	IBT	18438	79	IBT	18478	119	IBT	18518
40	IBT	18439	80	IBT	18479	120	IBT	18519

Line	Mark	Number	Line	Mark	Number	Line	Mark	Number
121	IBT	18520	168	IBT	18567	215	IBT	18615
122	IBT	18521	169	IBT	18568	216	IBT	18616
123	IBT	18522	170	IBT	18569	217	IBT	18617
124	IBT	18523	171	IBT	18570	218	IBT	18618
125	IBT	18524	172	IBT	18571	219	IBT	18619
126	IBT	18525	173	IBT	18572	220	IBT	18620
127	IBT	18526	174	IBT	18573	221	IBT	18621
128	IBT	18527	175	IBT	18574	222	IBT	18622
129	IBT	18528	176	IBT	18575	223	IBT	18623
130	IBT	18529	177	IBT	18576	224	IBT	18624
131	IBT	18530	178	IBT	18577	225	IBT	18625
132	IBT	18531	179	IBT	18578	226	IBT	18626
133	IBT	18532	180	IBT	18579	227	IBT	18627
134	IBT	18533	181	IBT	18580	228	IBT	18628
135	IBT	18534	182	IBT	18581	229	IBT	18629
136	IBT	18535	183	IBT	18582	230	IBT	18630
137	IBT	18536	184	IBT	18583	231	IBT	18631
138	IBT	18537	185	IBT	18584	232	IBT	18632
139	IBT	18538	186	IBT	18586	233	IBT	18633
140	IBT	18539	187	IBT	18587	234	IBT	18634
141	IBT	18540	188	IBT	18588	235	IBT	18635
142	IBT	18541	189	IBT	18589	236	IBT	18636
143	IBT	18542	190	IBT	18590	237	IBT	18637
144	IBT	18543	191	IBT	18591	238	IBT	18638
145	IBT	18544	192	IBT	18592	239	IBT	18639
146	IBT	18545	193	IBT	18593	240	IBT	18640
147	IBT	18546	194	IBT	18594	241	IBT	18641
148	IBT	18547	195	IBT	18595	242	IBT	18642
149	IBT	18548	196	IBT	18596	243	IBT	18643
150	IBT	18549	197	IBT	18597	244	IBT	18644
151	IBT	18550	198	IBT	18598	245	IBT	18645
152	IBT	18551	199	IBT	18599	246	IBT	18646
153	IBT	18552	200	IBT	18600	247	IBT	18647
154	IBT	18553	201	IBT	18601	248	IBT	18648
155	IBT	18554	202	IBT	18602	249	IBT	18649
156	IBT	18555	203	IBT	18603	250	IBT	18650
157	IBT	18556	204	IBT	18604	251	IBT	18652
158	IBT	18557	205	IBT	18605	252	IBT	18653
159	IBT	18558	206	IBT	18606	253	IBT	18654
160	IBT	18559	207	IBT	18607	254	IBT	18655
161	IBT	18560	208	IBT	18608	255	IBT	18656
162	IBT	18561	209	IBT	18609	256	IBT	18657
163	IBT	18562	210	IBT	18610	257	IBT	18658
164	IBT	18563	211	IBT	18611	258	IBT	18659
165	IBT	18564	212	IBT	18612	259	IBT	18660
166	IBT	18565	213	IBT	18613	260	IBT	18661
167	IBT	18566	214	IBT	18614	261	IBT	18662

Line	Mark	Number	Line	Mark	Number	Line	Mark	Number
262	IBT	18665	298	IBT	18707	334	IBT	18749
263	IBT	18666	299	IBT	18708	335	IBT	18752
264	IBT	18668	300	IBT	18709	336	IBT	18753
265	IBT	18669	301	IBT	18710	337	IBT	18755
266	IBT	18670	302	IBT	18711	338	IBT	18756
267	IBT	18671	303	IBT	18712	339	IBT	18758
268	IBT	18672	304	IBT	18713	340	IBT	18760
269	IBT	18673	305	IBT	18714	341	IBT	18764
270	IBT	18675	306	IBT	18717	342	IBT	18765
271	IBT	18676	307	IBT	18718	343	IBT	18767
272	IBT	18677	308	IBT	18719	344	IBT	18768
273	IBT	18678	309	IBT	18720	345	IBT	18769
274	IBT	18679	310	IBT	18721	346	IBT	18770
275	IBT	18680	311	IBT	18722	347	IBT	18771
276	IBT	18681	312	IBT	18724	348	IBT	18772
277	IBT	18682	313	IBT	18725	349	IBT	18774
278	IBT	18683	314	IBT	18726	350	IBT	18776
279	IBT	18684	315	IBT	18727	351	IBT	18777
280	IBT	18687	316	IBT	18728	352	IBT	18779
281	IBT	18688	317	IBT	18729	353	IBT	18780
282	IBT	18689	318	IBT	18731	354	IBT	18781
283	IBT	18690	319	IBT	18732	355	IBT	18782
284	IBT	18691	320	IBT	18733	356	IBT	18784
285	IBT	18692	321	IBT	18734	357	IBT	18785
286	IBT	18693	322	IBT	18735	358	IBT	18786
287	IBT	18694	323	IBT	18736	359	IBT	18788
288	IBT	18695	324	IBT	18737	360	IBT	18789
289	IBT	18697	325	IBT	18740	361	IBT	18790
290	IBT	18698	326	IBT	18741	362	IBT	18791
291	IBT	18699	327	IBT	18742	363	IBT	18792
292	IBT	18700	328	IBT	18743	364	IBT	18793
293	IBT	18701	329	IBT	18744	365	IBT	18794
294	IBT	18702	330	IBT	18745	366	IBT	18795
295	IBT	18703	331	IBT	18746	367	IBT	18798
296	IBT	18705	332	IBT	18747	Total		
297	IBT	18706	333	IBT	18748	Cars:	367	