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June 4, 2002

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

RECORDATION NO. 21316-CC FILED  
JUN 04 '02 1-42 PM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated May 31, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Rider No.11 of a Master Lease Agreement which was previously filed with the Board under Recordation Number 21316-X and the Amendment thereto 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 One O'Hare Center, Suite 5000 6250 River Road Rosemont, IL 60018

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

30 boxcars within the series IBT 21029 – IBT 21112

Mr. Vernon A. Williams  
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A short summary of the document to appear in the index follows:

Memorandum of Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO. 21316-CC FILED

JUN 04 '02

1-42 PM

**MEMORANDUM OF ASSIGNMENT**  
(Surface Transportation Board)

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT dated as of May 31, 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 May 31, 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.

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## SCHEDULE 1

### DESCRIPTION OF CARS

1. Thirty (30) 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**

<b>Mark &amp; Number</b>	<b>Mark &amp; Number</b>	<b>Mark &amp; Number</b>
1.	IBT 21029	
2.	IBT 21059	
3.	IBT 21064	
4.	IBT 21078	
5.	IBT 21076	
6.	IBT 21079	
7.	IBT 21081	
8.	IBT 21083	
9.	IBT 21094	
10.	IBT 21098	
11.	IBT 21106	
12.	IBT 21115	
13.	IBT 21116	
14.	IBT 21016	
15.	IBT 21054	
16.	IBT 21058	
17.	IBT 21062	
18.	IBT 21109	
19.	IBT 21118	
20.	IBT 21120	
21.	IBT 21130	
22.	IBT 21141	
23.	IBT 21015	
24.	IBT 21131	
25.	IBT 21135	
26.	IBT 21051	
27.	IBT 21060	
28.	IBT 21065	
29.	IBT 21069	
30.	IBT 21112	
<b>Total Cars: 30</b>		