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July 12, 2002

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

RECORDATION NO. 21316-111 FILED
JUL 12 02 10-07 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 July 12, 2002. The Memorandum of Assignment evidences the assignment to Assignee of all of Assignor's right, title and interest in eighty-three (83) 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

Mr. Vernon A. Williams
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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:

Eighty-three (83) 50-foot, 6-inch, 100-ton, Plate F boxcars marked and numbered
as follows:

| <u>Mark</u> | <u>Number</u> |
|-------------|---------------|
| IBT | 18585 |
| IBT | 18651 |
| IBT | 18663-18664 |
| IBT | 18667 |
| IBT | 18674 |
| IBT | 18685-18686 |
| IBT | 18696 |
| IBT | 18704 |
| IBT | 18715-18716 |
| IBT | 18723 |
| IBT | 18730 |
| IBT | 18738-18739 |
| IBT | 18750-18751 |
| IBT | 18754 |
| IBT | 18757 |
| IBT | 18759 |
| IBT | 18761-18763 |
| IBT | 18766 |
| IBT | 18773 |
| IBT | 18775 |
| IBT | 18778 |

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| | |
|-----|-------------|
| IBT | 18783 |
| IBT | 19787 |
| IBT | 18796-18797 |
| IBT | 18799-18849 |

A recordation fee 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 July 12, 2002, between Greenbrier Leasing Corporation ("Assignor") and Bombardier Capital Rail Inc. ("Assignee") pertaining to eighty-three (83) 50-foot, 6-inch, 100-ton, Plate F boxcars marked and numbered as follows: 18585;18651;18663-18664;18667;18674; 18685-18686; 18696; 18704; 18715-18716; 18723; 18730; 18738-18739; 18750-18751; 18754; 18757; 18759; 18761-18763; 18766; 18773; 18775; 18778; 18783; 19787; 18796-18797; 18799-18849.

Sincerely yours,



Terence M. Hynes

TMH:aat

RECORDED 21316-04

JUL 12 '02

10-07 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

BOMBARDIER CAPITAL RAIL INC.

JULY 12, 2002

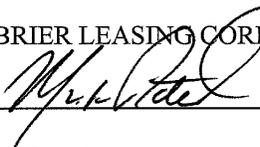
Memorandum of Partial Assignment and Assumption Agreement made and entered into as of July 12, 2002, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Assignor"), and Bombardier Capital Rail Inc., a Minnesota corporation ("Assignee").

WITNESSETH:

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 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:  _____

Title: Vice President _____

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:  _____

Title: Andrew Baranowsky
Assistant Treasurer

By:  _____

Title: Laurence W. Howard III
Vice President, Legal Services

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

On this 10th day of July, 2002, before me personally appeared Andrew Baranowsky, to me personally known, who being by me duly sworn, says that s/he is the Assistant Treasurer 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.

Catherine Hawks
NOTARY PUBLIC

My commission expires: 3/24/2006



Catherine Hawks
MY COMMISSION # DD102630 EXPIRES
March 24, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

On this 10th day of July, 2002, before me personally appeared Laurence W. Howard III, to me personally known, who being by me duly sworn, says that s/he is the Vice President, Legal Services 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.

Catherine Hawks
NOTARY PUBLIC

My commission expires: 3/24/2006



Catherine Hawks
MY COMMISSION # DD102630 EXPIRES
March 24, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

EXHIBIT A
(Second Assets)

Eighty-three (83) 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 | 18585 | 29 | IBT | 18783 | 57 | IBT | 18823 |
| 2 | IBT | 18651 | 30 | IBT | 18787 | 58 | IBT | 18824 |
| 3 | IBT | 18663 | 31 | IBT | 18796 | 59 | IBT | 18825 |
| 4 | IBT | 18664 | 32 | IBT | 18797 | 60 | IBT | 18826 |
| 5 | IBT | 18667 | 33 | IBT | 18799 | 61 | IBT | 18827 |
| 6 | IBT | 18674 | 34 | IBT | 18800 | 62 | IBT | 18828 |
| 7 | IBT | 18685 | 35 | IBT | 18801 | 63 | IBT | 18829 |
| 8 | IBT | 18686 | 36 | IBT | 18802 | 64 | IBT | 18830 |
| 9 | IBT | 18696 | 37 | IBT | 18803 | 65 | IBT | 18831 |
| 10 | IBT | 18704 | 38 | IBT | 18804 | 66 | IBT | 18832 |
| 11 | IBT | 18715 | 39 | IBT | 18805 | 67 | IBT | 18833 |
| 12 | IBT | 18716 | 40 | IBT | 18806 | 68 | IBT | 18834 |
| 13 | IBT | 18723 | 41 | IBT | 18807 | 69 | IBT | 18835 |
| 14 | IBT | 18730 | 42 | IBT | 18808 | 70 | IBT | 18836 |
| 15 | IBT | 18738 | 43 | IBT | 18809 | 71 | IBT | 18837 |
| 16 | IBT | 18739 | 44 | IBT | 18810 | 72 | IBT | 18838 |
| 17 | IBT | 18750 | 45 | IBT | 18811 | 73 | IBT | 18839 |
| 18 | IBT | 18751 | 46 | IBT | 18812 | 74 | IBT | 18840 |
| 19 | IBT | 18754 | 47 | IBT | 18813 | 75 | IBT | 18841 |
| 20 | IBT | 18757 | 48 | IBT | 18814 | 76 | IBT | 18842 |
| 21 | IBT | 18759 | 49 | IBT | 18815 | 77 | IBT | 18843 |
| 22 | IBT | 18761 | 50 | IBT | 18816 | 78 | IBT | 18844 |
| 23 | IBT | 18762 | 51 | IBT | 18817 | 79 | IBT | 18845 |
| 24 | IBT | 18763 | 52 | IBT | 18818 | 80 | IBT | 18846 |
| 25 | IBT | 18766 | 53 | IBT | 18819 | 81 | IBT | 18847 |
| 26 | IBT | 18773 | 54 | IBT | 18820 | 82 | IBT | 18848 |
| 27 | IBT | 18775 | 55 | IBT | 18821 | 83 | IBT | 18849 |
| 28 | IBT | 18778 | 56 | IBT | 18822 | Total | | |
| | | | | | | Cars: | 83 | |