

RECORDATION NO. 23372-^{NN} FILED

NOV 01 '05 11-19 AM

SURFACE TRANSPORTATION BOARD

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

November 1, 2005

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 two (2) copies of a Memorandum of Assignment, dated as of October 31, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Rider No. 23 of Lease Agreement which is being filed with the Board under Recordation Number 23372-MM.

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

Assignor: Greenbrier Leasing Company LLC
(f/k/a 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:
132 railcars FEC 72678 - FEC 72809

Mr. Vernon A. Williams
November 1, 2005
Page Two

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

Memorandum of Assignment

Also enclosed is a check in the amount of \$33.00 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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

NOV 01 05 11-19 AM

MEMORANDUM OF ASSIGNMENT
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT dated as of October 31, 2005, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company, formerly known as GREENBRIER LEASING 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 the attached Rail Equipment List (the "Cars") pursuant to that certain Lease Agreement dated as of May 1, 2000, and Rider No. 23 thereto dated August 2, 2005 (the Lease Agreement and Rider No. 23, as amended, modified, extended, supplemented, restated and/or replaced from time to time, collectively the "Lease") to Florida East Coast Railway, LLC.

B. The Lease Agreement was recorded with the Surface Transportation Board on February 5, 2001 under recordation number 23372. Rider No. 23 to the Lease was recorded on October ____, 2005 under recordation number _____.

C. Greenbrier and FURC are parties to that certain Assignment and Assumption Agreement dated May 24, 2005 and Schedule No. 5 thereto dated October 31, 2005, 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.

[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.

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

STATE OF ILLINOIS)
COUNTY OF COOK) ss:

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of COOK this October day of October, 2005, by RICHARD F. SEYMOUR as Vice President Sales & Marketing of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation.

K. A. Dombrowski
Notary Public

My commission expires: 10-7-2009

[Notarial Seal]



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

GREENBRIER LEASING COMPANY LLC

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

STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Clackamas this 21st day of October, 2005 by Mark J. Rittenbaum as Vice President of GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company.

Janet E. Germer
Notary Public

My commission expires: 5/28/2006

[Notarial Seal]



RAIL EQUIPMENT LIST

Car Mark	Car Number
FEC	72678
FEC	72679
FEC	72680
FEC	72681
FEC	72682
FEC	72683
FEC	72684
FEC	72685
FEC	72686
FEC	72687
FEC	72688
FEC	72689
FEC	72690
FEC	72691
FEC	72692
FEC	72693
FEC	72694
FEC	72695
FEC	72696
FEC	72697
FEC	72698
FEC	72699
FEC	72700
FEC	72701
FEC	72702
FEC	72703
FEC	72704
FEC	72705
FEC	72706
FEC	72707
FEC	72708
FEC	72709
FEC	72710
FEC	72711

Car Mark	Car Number
FEC	72712
FEC	72713
FEC	72714
FEC	72715
FEC	72716
FEC	72717
FEC	72718
FEC	72719
FEC	72720
FEC	72721
FEC	72722
FEC	72723
FEC	72724
FEC	72725
FEC	72726
FEC	72727
FEC	72728
FEC	72729
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FEC	72736
FEC	72737
FEC	72738
FEC	72739
FEC	72740
FEC	72741
FEC	72742
FEC	72743
FEC	72744
FEC	72745

Car Mark	Car Number
FEC	72746
FEC	72747
FEC	72748
FEC	72749
FEC	72750
FEC	72751
FEC	72752
FEC	72753
FEC	72754
FEC	72755
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Car Mark	Car Number
FEC	72780
FEC	72781
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FEC	72793
FEC	72794
FEC	72795
FEC	72796
FEC	72797
FEC	72798
FEC	72799
FEC	72800
FEC	72801
FEC	72802
FEC	72803
FEC	72804
FEC	72805
FEC	72806
FEC	72807
FEC	72808
FEC	72809
Total Cars: 132	

G:\Purchase Agts\2005\FIRST UNION PURCHASE FEC AP53 CARS OCTOBER 2005\MEMO OF ASSIGNMENT STB Rider 23.doc

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: 11/1/05



Robert W. Alvord