

# LILES, DAVISON & TIEMAN, LLC

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Paralegals  
Elizabeth Christmas  
Deanna Evans

June 5, 2006

**VIA FEDERAL EXPRESS**  
**TRACKING NO. 856796074138**

Recordation Department  
Surface Transportation Board  
1925 K Street N.W., Room 715  
Washington, DC 20423-0001

RECORDATION NO. 26406 FILED

JUN 06 '06

11-42 AM

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Assignment of Lease  
Between Greenbrier Leasing Company LLC  
and Herzog Contracting Corp., dated May 23, 2006

Dear Recordation Dept.:

Pursuant to my telephone conversation with your office, enclosed please find one original and one copy of the Memorandum of Assignment to be filed with your office as soon as possible. Please return a file stamped copy to our office in the Fed-Ex Envelope provided.

I have enclosed a firm check in the amount of Thirty-four Dollars (\$34.00) for the cost of recording the above-mentioned document.

If any additional information is needed or you have any questions, please do not hesitate contacting me. Thank you for your attention to this matter.

Sincerely,

LILES, DAVISON & TIEMAN, LLC

By   
Deanna R. Evans

Enclosures

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF ASSIGNMENT OF LEASE

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

HERZOG CONTRACTING CORPORATION

MAY 23, 2006

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Memorandum of Assignment of Lease made and entered into as of May 23, 2006, by and between Greenbrier Leasing Company LLC, ("Assignor"), and Herzog Contracting Corporation, ("Assignee").

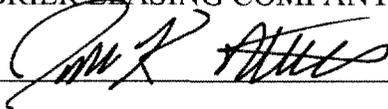
WITNESSETH:

1. Assignor, as Lessor, leased to Entergy Gulf States, Inc. ("Lessee") one hundred twenty-six (126) gondola railcars marked and numbered as per the attached railcar list (the "Cars") pursuant to that certain Master Lease Agreement dated as of May 1, 2006, and Schedule No. 1 thereto dated May 1, 2006 (Schedule No. 1 and the Master Lease Agreement as it relates to Schedule No. 1 collectively, the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the Cars.
3. This Memorandum of 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 officers as of the date and year first above written.

GREENBRIER LEASING COMPANY LLC

By: \_\_\_\_\_

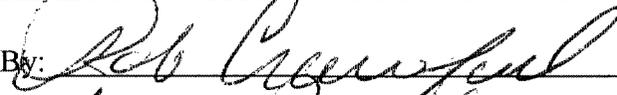


Title: \_\_\_\_\_

Vice President

HERZOG CONTRACTING CORPORATION

By: \_\_\_\_\_

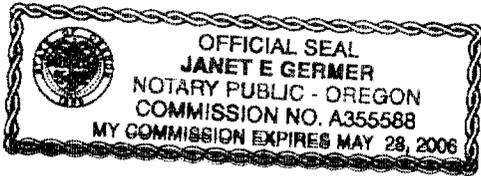


Title: \_\_\_\_\_



STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

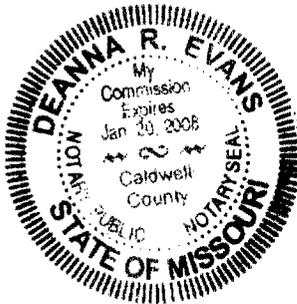
On this 22<sup>nd</sup> day of May, 2006, before me personally appeared Joseph M. Whitsted, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



Janet E. Germer  
NOTARY PUBLIC  
My commission expires: 5/28/2006

STATE OF Missouri )  
 ) ss.  
COUNTY OF Buchanan )

On this 23<sup>rd</sup> day of May, 2006, before me personally appeared Rob Crawford, to me personally known, who being by me duly sworn, says that s/he is the Vice-President of Herzog Contracting Corporation, and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



Deanna R. Evans  
NOTARY PUBLIC  
My commission expires: 1/20/08

RAILCAR LIST

<b>CAR MARK</b>	<b>CAR NUMBER</b>	<b>CAR MARK</b>	<b>CAR NUMBER</b>	<b>CAR MARK</b>	<b>CAR NUMBER</b>
GBRX	2004	GBRX	2056	GBRX	2109
GBRX	2005	GBRX	2057	GBRX	2110
GBRX	2006	GBRX	2058	GBRX	2111
GBRX	2009	GBRX	2059	GBRX	2113
GBRX	2010	GBRX	2060	GBRX	2114
GBRX	2011	GBRX	2061	GBRX	2118
GBRX	2012	GBRX	2062	GBRX	2119
GBRX	2013	GBRX	2063	GBRX	2120
GBRX	2014	GBRX	2064	GBRX	2121
GBRX	2015	GBRX	2065	GBRX	2122
GBRX	2016	GBRX	2066	GBRX	2123
GBRX	2017	GBRX	2067	GBRX	2124
GBRX	2018	GBRX	2068	GBRX	91049
GBRX	2019	GBRX	2069	GBRX	91089
GBRX	2021	GBRX	2070	GBRX	91091
GBRX	2022	GBRX	2074	GBRX	91101
GBRX	2023	GBRX	2076	GBRX	91110
GBRX	2024	GBRX	2078	GBRX	95116
GBRX	2026	GBRX	2079	GBRX	95133
GBRX	2027	GBRX	2080	GBRX	95142
GBRX	2028	GBRX	2081	GBRX	95146
GBRX	2029	GBRX	2082	GBRX	95147
GBRX	2033	GBRX	2083	GBRX	95149
GBRX	2034	GBRX	2085	GBRX	95165
GBRX	2035	GBRX	2086	GBRX	95169
GBRX	2036	GBRX	2087	GBRX	95172
GBRX	2037	GBRX	2088	GBRX	95174
GBRX	2038	GBRX	2089	GBRX	95175
GBRX	2039	GBRX	2090	GBRX	95178
GBRX	2040	GBRX	2093	GBRX	95180
GBRX	2041	GBRX	2094	GBRX	95182
GBRX	2042	GBRX	2095	GBRX	95183
GBRX	2044	GBRX	2096	GBRX	95191
GBRX	2045	GBRX	2098	GBRX	95193
GBRX	2046	GBRX	2099	GBRX	95197
GBRX	2047	GBRX	2100	GBRX	95200
GBRX	2048	GBRX	2101	GBRX	95202
GBRX	2051	GBRX	2102	GBRX	95208
GBRX	2052	GBRX	2104	GBRX	95211
GBRX	2053	GBRX	2105	GBRX	95216
GBRX	2054	GBRX	2106	GBRX	95219
GBRX	2055	GBRX	2108	GBRX	95222
				<b>Total</b>	<b>126 Cars</b>