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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

August 31, 2006

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 Partial Assignment of Lease, dated as of August 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement for Schedule No 1 previously filed with the Board under Recordation Number 26479.

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

Transferor: Greenbrier Leasing Company LLC  
One Centerpointe drive Suite 200  
Lake Oswego, Oregon 97035

Transferee: AIG Rail Services, Inc.  
5700 Granite Parkway – Suite 850  
Plano, TX 75024

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

100 gondola railcars: OMNX 101 – OMNX 200.

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

Memorandum of Partial Assignment of Lease.

Also enclosed is a check in the amount of \$34.00 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/sem  
Enclosures

AUG 31 '06

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SURFACE TRANSPORTATION BOARD  
(OmniSource)**MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE**

THIS MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE dated as of this 31<sup>st</sup> day of August, 2006, is made by GREENBRIER LEASING COMPANY, LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 ("Transferor"), and AIG RAIL SERVICES, INC., a Delaware corporation, with an address at 5700 Granite Parkway, Suite 850, Plano, TX 75022 ("Transferee" and, together with Transferor, the "Parties").

**KNOW ALL PERSONS BY THESE PRESENTS THAT:**

WHEREAS, Transferor and Transferee have entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of August 31, 2006 relating to the sale by Transferor to Transferee, in the course of two or more closings, of three hundred (300) gondola railcars marked and numbered OMNX 101 through OMNX 400, inclusive (the "Cars"), and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, Schedule No. 1 dated July 1, 2006 (the "Schedule") to the Lease Agreement dated as of July 1, 2006, between Transferor, as Lessor and OmniSource Corporation, as Lessee (the "Lease Agreement") and Transferor's right, title and interest in, and obligations under the Lease Agreement as it relates to the Cars;

WHEREAS, pursuant to the Purchase Agreement and an Assignment and Assumption Agreement of even date therewith (the "Assignment Agreement"), Assignor has acquired all of Assignor's interest in one hundred (100) of the Cars marked and numbered OMNX 101 through OMNX 200, inclusive, and more completely identified in Schedule 1 hereto (the "Assigned Cars"), and Assignor's interest in the Schedule and the Lease Agreement as each relates to the Assigned Cars;

WHEREAS, the Assigned Cars are currently subject to the Schedule and the Lease Agreement;

WHEREAS, a Memorandum of Lease Agreement with respect to the Lease Agreement and Schedule No. 1 was filed with the Surface Transportation Board (the "STB") on August 9, 2006, and assigned recordation number 26479; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Assigned Cars, and its right title and interest in and obligations under the Schedule and the Lease Agreement as each relates to the Assigned Cars, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

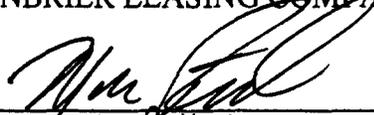
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor's sale of the Assigned Cars to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Schedule and the Lease Agreement as each relates to the Assigned Cars.

**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.*

GREENBRIER LEASING COMPANY LLC

By:   
Name: Marty Rittenbaum  
Title: Vice President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.*

AIG RAIL SERVICES, INC.

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.*

GREENBRIER LEASING COMPANY LLC

By: \_\_\_\_\_  
Name:  
Title:

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.*

AIG RAIL SERVICES, INC.

By:   
Name:  
Title:

**SCHEDULE 1  
TO THE  
MEMORANDUM OF ASSIGNMENT OF LEASE  
DATED AS OF AUGUST \_\_, 2006  
EQUIPMENT**

One hundred (100) gondola railcars, bearing the following road marks and numbers:

OMNX 101 – OMNX 200 (inclusive)

**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: 8/30/06



\_\_\_\_\_  
Robert W. Alvord