

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

RECORDATION NO. 24706-M FILED

NOV 08 '06

1-21 PM

November 7, 2006

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 is one (1) fully executed and acknowledged originals and two (2) photocopies of a Memorandum of Assignment Agreement dated as of October 30, 2006, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease Agreement for Rider No. 6-1 dated as of May 16, 2006 to Lease Agreement dated as of October 1, 2003, which was filed and recorded on October 24, 2006 under Recordation Number 24706-K.

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

Assignor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Assignee: GATX Financial Corporation, Rail Division  
500 West Monroe Street  
Chicago, IL 60661-3676

Mr. Vernon A. Williams

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The description of the railroad equipment covered by the enclosed documents are:

Ninety-nine (99) 73—foot, 286,000 lb. GRL riserless deck center partition railcars marked and numbered AOK 28100 through AOK 28199, excluding AOK 28182.

Also enclosed is a check for \$34 each payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Assignment dated as of October 30, 2006 between Greenbrier Leasing Company LLC, as Assignor, and GATX Financial Corporation, as Assignee

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Germer  
Executive Assistant

jeg  
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD



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MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

GATX FINANCIAL CORPORATION

OCTOBER 30, 2006

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Memorandum of Assignment Agreement made and entered into as of October 30, 2006, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Assignor") and GATX Financial Corporation, a Delaware corporation ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Wisconsin Central Ltd. ("Lessee") ninety-nine (99) 73-foot, 286,000 lb. GRL riserless deck center partition railcars marked and numbered AOK 28100 through AOK 28199 excluding AOK 28182 pursuant to Rider No. 6-1 dated May 16, 2006 to that certain Lease Agreement dated as of October 1, 2003 (the "Lease"). A Memorandum of Lease for Rider No. 6-1 was filed at the Surface Transportation Board on October 24, 2006 under Recordation No. 24706-K and at the Office of the Registrar General of Canada on October 24, 2006.
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.
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.

*REMAINDER OF PAGE INTENTIONALLY LEFT BLANK*

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 COMPANY LLC

By: 

Title: VICE PRESIDENT

GATX FINANCIAL CORPORATION

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

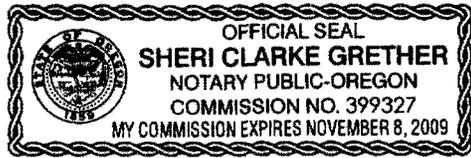
Title: \_\_\_\_\_

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 30<sup>th</sup> day of October, 2006, before me personally appeared Mark Ritterbaum, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

*Sheri Clarke Grether*  
NOTARY PUBLIC

My commission expires: 11-8-2009



STATE OF )  
 ) ss.  
COUNTY OF )

On this \_\_\_ day of \_\_\_\_\_, 2006, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of \_\_\_\_\_ and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

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 COMPANY LLC

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

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

GATX FINANCIAL CORPORATION

By: *Linda Hester*

Title: VICE PRESIDENT

State of California )  
 ) ss.  
County of San Francisco )

On October 30<sup>th</sup>, 2006 before me, Rebecca M. Pena, Notary Public, personally appeared Linda Hexem, personally know to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS, my hand and official seal.

Rebecca M. Pena

