

NOV 28 '06 -3 40 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

November 28, 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 Second Memorandum of Partial Assignment of Lease, dated as of November 28, 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, OR 97035

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

Mr. Vernon A. Williams
November 28, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

200 gondola railcars: OMNX 201 – OMNX 400.

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

Second 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,

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

Robert W. Alvord

RWA/sem
Enclosures

NOV 28 '06 -3 40 PM

SURFACE TRANSPORTATION BOARD (OmniSource)

SECOND MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

THIS SECOND MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE dated as of this 28th day of November, 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 two hundred (200) of the Cars marked and numbered OMNX 201 through OMNX 400, 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;

WHEREAS, a Memorandum of Partial Assignment of Lease was filed with the STB on August 31, 2006, and assigned recordation number 26479-A; 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 Second 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: Mark 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 Second 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: Jeffrey A. Kocim
Name: Jeffrey A. Kocim
Title: V.P.

**SCHEDULE 1
TO THE
SECOND MEMORANDUM OF ASSIGNMENT OF LEASE
DATED AS OF NOVEMBER 28, 2006
EQUIPMENT**

Two hundred (200) gondola railcars, bearing the following road marks and numbers:

OMNX 201 – OMNX 400 (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: 11/28/06



Robert W. Alvord