

RECORDATION NO.

25425-A
FILED

APR 03 '08

-1 00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 3, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment Agreement, dated as of March 31, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease for Rider No. 1 previously filed with the Board under Recordation Number 25425.

The name and address of the party to the enclosed document are:

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

Assignee: GATX Corporation
500 West Monroe Street
Chicago, IL 60661

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document
is:

9 flatcars: AOK 8100 - AOK 8110 (excluding AOK 8105 and AOK 8109).

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

Memorandum of Assignment Agreement.

Also enclosed is a check in the amount of \$35.00 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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

GATX CORPORATION

MARCH 31, 2008

Memorandum of Assignment Agreement made and entered into as of March 31, 2008, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Assignor") and GATX Corporation, a Delaware corporation ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Willamette Valley Railroad ("Lessee") nine (9) 89-foot flatcars, marked and numbered as set forth on the Railcar List attached as Exhibit A, pursuant to Rider No. 1 dated as of June 1, 2002, as amended from time to time, to that certain Lease Agreement dated June 1, 2002 (the "Lease"). A Memorandum of Lease for Rider No. 1 was filed at the Surface Transportation Board on January 24, 2005 under Recordation No. 25425.
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 officers as of the date and year first above written.

GREENBRIER LEASING COMPANY LLC

By: 

Title: Vice President

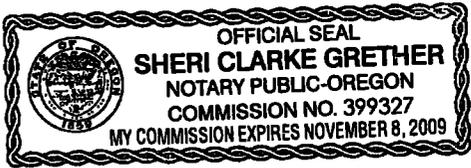
GATX CORPORATION

By: 

Title: VP-STRAT. GROWTH

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 28 day of March, 2008, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that he is the Vic 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.



Ameri Clarke Grether
NOTARY PUBLIC
My commission expires: 11-8-2009

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 31ST day of MARCH, 2008, before me personally appeared PAUL TITTELTON, to me personally known, who being by me duly sworn, says that he is the V.P. STRAT. GROWTH of GATX Corporation 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.

Patricia Lodge
NOTARY PUBLIC
My commission expires: 1-25-11



EXHIBIT A

RAILCAR LIST

Mark and Number

AOK 8100

AOK 8101

AOK 8102

AOK 8103

AOK 8104

AOK 8106

AOK 8107

AOK 8108

AOK 8110