

RECORDATION NO. 25716-B 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 Equipment Lease Agreement and Amendment to Memorandum of Equipment Lease Agreement previously filed with the Board under Recordation Numbers 25716 and 25716-A, respectively.

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:

91 railcars within the series AOK 8527 - AOK 8599 and AOK 142161 -
AOK 144191. as more particularly set forth in the attachment to the
document.

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").

WITNESSETH:

1. Assignor, as Lessor, leased to Vestas-American Wind Technology, Inc., also known as Vestas-AWT ("Lessee") ninety-one (91) 89-foot flatcars, marked and numbered as set forth on the Railcar List attached as Exhibit A, pursuant that certain Equipment Lease Agreement dated as of June 28, 2005 (the "Lease"). A Memorandum of Equipment Lease Agreement was filed at the Surface Transportation Board on July 20, 2005, under Recordation No. 25716, and an Amendment to Memorandum of Equipment Lease Agreement was filed at the Surface Transportation Board on March 28, 2008, under Recordation No. 25716-A.
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

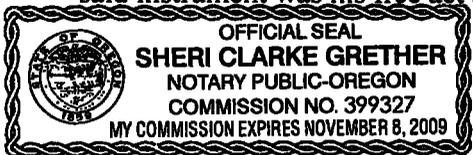
GATX CORPORATION

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 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 ILLINOIS)
) ss.
COUNTY OF COOK)

On this 31ST day of MARCH, 2008, before me personally appeared PAUL TITTERTON, 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	Number	Mark	Number
AOK	8527	AOK	8598
AOK	8528	AOK	8599
AOK	8529	AOK	142161
AOK	8530	AOK	142410
AOK	8531	AOK	142411
AOK	8532	AOK	142417
AOK	8533	AOK	142454
AOK	8534	AOK	142457
AOK	8535	AOK	142462
AOK	8536	AOK	142469
AOK	8537	AOK	142470
AOK	8538	AOK	142493
AOK	8539	AOK	142502
AOK	8540	AOK	142566
AOK	8541	AOK	142601
AOK	8542	AOK	142603
AOK	8543	AOK	142609
AOK	8544	AOK	142614
AOK	8545	AOK	142620
AOK	8546	AOK	142641
AOK	8547	AOK	142762
AOK	8549	AOK	142766
AOK	8551	AOK	142789
AOK	8553	AOK	142815
AOK	8555	AOK	142852
AOK	8556	AOK	142860
AOK	8557	AOK	142864
AOK	8559	AOK	142881
AOK	8560	AOK	142910
AOK	8561	AOK	142912
AOK	8563	AOK	142928
AOK	8565	AOK	142949
AOK	8566	AOK	144002
AOK	8567	AOK	144013
AOK	8568	AOK	144019
AOK	8570	AOK	144024
AOK	8571	AOK	144049
AOK	8572	AOK	144080
AOK	8573	AOK	144095
AOK	8575	AOK	144109
AOK	8580	AOK	144135
AOK	8581	AOK	144136
AOK	8590	AOK	144172
AOK	8591	AOK	144176
AOK	8596	AOK	144191
AOK	8597	Total	91 Cars