

RECORDATION NO.

23372 WW  
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 Agreement for Rider No. 1 previously filed with the Board under Recordation Number 23372.

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

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

45 railcars: AOK 3345, AOK 3423 and within the series FEC 3337 - FEC 3465 as more particularly set forth in the equipment schedule attached 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

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***MEMORANDUM OF ASSIGNMENT AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC***

***AND***

***GATX CORPORATION***

***MARCH 31, 2008***

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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 Florida East Coast Railway, L.L.C. ("Lessee") forty-five (45) 89-foot flatcars, marked and numbered as set forth on the Railcar List attached as Exhibit A, pursuant to Rider No. 1 dated May 1, 2000 to that certain Lease Agreement dated May 1, 2000 (the "Lease"). A Memorandum of Lease for Rider No. 1 was filed at the Surface Transportation Board on February 5, 2001 under Recordation No. 23372.
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: Vic President

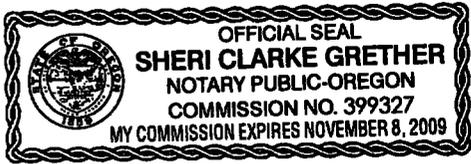
GATX CORPORATION

By: 

Title: VP-STRAT. GROWTH

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 28<sup>th</sup> day of March, 2008, before me personally appeared Harry 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 31<sup>ST</sup> day of MARCH, 2008, before me personally appeared PAUL TITTERON, to me personally known, who being by me duly sworn, says that he is the VP. 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

<b>Car Mark</b>	<b>Car Number</b>	<b>Car Mark</b>	<b>Car Number</b>
AOK	3345	FEC	3420
AOK	3423	FEC	3422
FEC	3337	FEC	3438
FEC	3348	FEC	3441
FEC	3349	FEC	3442
FEC	3350	FEC	3443
FEC	3352	FEC	3444
FEC	3353	FEC	3445
FEC	3356	FEC	3446
FEC	3358	FEC	3447
FEC	3359	FEC	3448
FEC	3360	FEC	3454
FEC	3362	FEC	3455
FEC	3363	FEC	3456
FEC	3364	FEC	3457
FEC	3366	FEC	3458
FEC	3397	FEC	3459
FEC	3399	FEC	3461
FEC	3401	FEC	3463
FEC	3407	FEC	3464
FEC	3412	FEC	3465
FEC	3415	<b>Total</b>	<b>45 Cars</b>
FEC	3416		
FEC	3417		