

RECORDATION NO.

27012-A  
FILED

APR 03 '08 -1 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
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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 previously filed with the Board under Recordation Number 27012.

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  
April 3, 2008  
Page 2

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

4 flatcars: AOK 80002, AOK 80003, AOK 80005 and AOK 80008.

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 Stacy and Witbeck, Inc. ("Lessee") four (4) 89-foot flatcars, marked and numbered AOK 80002, AOK 80003, AOK 80005 and AOK 80008, pursuant that certain Equipment Lease Agreement dated as of July 2, 2006 (the "Lease"). A Memorandum of Equipment Lease Agreement was filed at the Surface Transportation Board on June 13, 2007 under Recordation No. 27012.
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

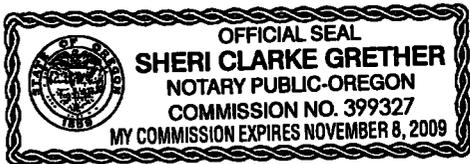
GATX CORPORATION

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 31<sup>ST</sup> 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

