

RECORDATION NO. 24960 ^F FILED

DEC 02 '10 -2 5 0 AM

SURFACE TRANSPORTATION BOARD

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

December 2, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of November 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 24960.

The names and addresses of the parties to the enclosed document are:

Seller/ Assignor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Buyer/ Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, Illinois 62062

[Lessee: ECDC Environmental, L.C.
970 E Murray - Holladay, Suite 1-B
Salt Lake City, Utah 84117]

Chief, Section of Administration
December 2, 2010
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A description of the railroad equipment covered by the enclosed document
is:

25 flatcars: AWXX 20551 - AWXX 20575.

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

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$41.00 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/bhs
Enclosures

DEC 02 '10 -2 50 AM

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of November 30, 2010 is between GREENBRIER LEASING COMPANY LLC (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as lessor, has leased to ECDC Environmental LC, as lessee (the "Lessee"), twenty-five (25) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Rider 1 dated as of March 17, 2004 to Equipment Lease dated as of March 17, 2004, by and between Assignor, as lessor, and Lessee, as lessee (collectively, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GREENBRIER LEASING COMPANY LLC,
as Assignor

By: *Larry D. Stanley*

STATE OF OREGON)
) SS: .
COUNTY OF CLACKAMAS)

On this 29 day of November, 2010, before me, a Notary Public of the County and State aforesaid, personally appeared Larry D. Stanley, to me personally known, who being by me duly sworn, says that he is a Vice President of Greenbrier Leasing Company LLC, an Oregon limited liability company, that the foregoing instrument was signed on behalf of said entity with due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

AS WITNESS my hand and notarial seal



Sheri Clarke Grether
Notary Public
My commission expires: November 8, 2013

DESCRIPTION OF RAILCARS

Twenty-five (25) 85-foot, 110-ton, 286,000 lb. Gross Rail Load, Plate C standard level flatcars equipped to handle four 20-foot containers or two 40-foot containers, each built by TrentonWorks in 2004, and bearing the following reporting marks and numbers:

AWXX 20551 through AWXX 20575, 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: _____

12/2/10



Robert W. Alvord