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**SURFACE TRANSPORTATION BOARD**

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March 1, 2011

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 Subleases, effective as of February 28, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 29653.

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

**Assignor:** Greenbrier Railcar Leasing, Inc.  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

**Assignee:** Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

**Section Chief  
March 1, 2011  
Page 2**

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

**150 covered hopper railcars: AOKX 78200 - AOKX 78349.**

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

**Memorandum of Assignment of Subleases.**

**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,**

A handwritten signature in black ink, appearing to read "Alvord", with a horizontal line extending to the right.

**Robert W. Alvord**

**RWA/sem  
Enclosures**

MAR 01 '11 -7 30 AM

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

**SURFACE TRANSPORTATION BOARD**

This MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of February 28, 2011 by and between Midwest Railcar Corporation ("Lessor") and Greenbrier Railcar Leasing, Inc. ("Lessee"), with reference to the following:

Lessee, as lessee, and Lessor, as lessor are parties to that certain Sublease Agreement, Consent and Assignment dated as of the date hereof (the "Agreement") whereby Lessee has pledged, assigned, transferred and granted to the Lessor a continuing, first priority security interest in any and all Subleases (as defined in the Agreement) of the railcars described in Exhibit A hereto (the Cars") together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Cars under the Master Lease, Schedule #1 thereto, and the Subleases (each as defined in the Agreement).

[signatures appear on following pages]

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

MIDWEST RAILCAR CORPORATION

By:



Richard M. Folio  
Executive Vice President

State of Maryland )  
  )  
City of Baltimore )

On February 25<sup>th</sup>, 2011 before me, Henryka W. Gryc Craig, Notary Public, personally appeared Richard M. Folio, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires ~~September 20, 2013~~ 7/8/14



Notary Public  
My Commission expires: 7/8/14

[Memorandum of Assignment of Subleases]

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

GREENBRIER RAILCAR LEASING, INC.

By:   
Larry D. Stanley  
Vice President

STATE OF OREGON                    )  
  ) ss.  
COUNTY OF CLACKAMAS         )

On this 24<sup>th</sup> day of February, 2011 before me appeared Larry D. Stanley, to me personally known, who being by me duly sworn, says that he is a Vice President of GREENBRIER RAILCAR LEASING, INC., a Washington corporation, that said instrument was signed on February 24, 2011 on behalf of said entity, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

[Notarial Seal]

  
Notary Public  
My commission expires: November 8, 2013



[Memorandum of Assignment of Subleases]

Exhibit A

Description of Cars

One Hundred Fifty (150) newly manufactured by Gunderson Concarril (2010-built), 6352 c.f., 110-ton through-sill covered hopper railcars with one (1) 30"x58'4" hatch opening and four (4) 42" x 42" gravity gates and 286K GRL, with Reporting Marks and Numbers as follows:

AOKX 78200 – AOKX 78349, 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: 3/1/11



\_\_\_\_\_  
Robert W. Alvord