

# **GREENBRIER LEASING COMPANY LLC**

Greenbrier Leasing Company LLC

RECORDATION NO. 20228C FILED  
One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

SEP 15 2011 -1 06 PM

Surface Transportation Board



September 14, 2011

## VIA FEDERAL EXPRESS

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 are an original and two (2) photocopies of a Memorandum of Assignment dated as of September 6, 2011, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Memorandum of Lease dated as of June 13, 1996, which was duly filed and recorded on August 19, 1996 at 1:45 p.m. and assigned Recordation Number **20228**.

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

Assignor: Key Equipment Finance Inc.  
1000 S. McCaslin Blvd.  
Superior, CO 80027

Assignee: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

The equipment description for the enclosed document is:

One hundred (100) 52' 6", 100-ton gondola railcars marked and numbered CW 5100 through CW 5199.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief  
Surface Transportation Board  
September 14, 2011  
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Assignment dated as of September 6, 2011.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheri Grether".

Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Edward M. Luria, Esq.

SEP 15 11 -1 06 PM

**MEMORANDUM OF ASSIGNMENT****SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT (this "Memorandum") dated as of September 6, 2011 is between Key Equipment Finance Inc., a Michigan corporation (successor in interest to KeyCorp Leasing Limited, a Delaware corporation) (the "Assignor") and Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation (the "Assignee").

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

A. The Assignee previously leased to Colorado & Wyoming Railway Company (the "Lessee") One Hundred (100) 52'6", 100-ton, 286,000 lbs., 5'6" high side gondola railcars marked and numbered CW 5100 through CW 5199 (the "Railcars") under that certain Master Lease Agreement and Schedule No. 1 thereto dated as of June 13, 1996, by and between Assignee, as lessor, and Lessee, as lessee (collectively, the "Lease"). A Memorandum of Lease was filed with the Surface Transportation Board ("STB") in connection with the Lease on August 19, 1996 under Recordation No. 20228.

B. The Assignee sold the Railcars and assigned the Lease to Assignor effective August 30, 1996, and a Memorandum of Assignment was filed with the STB on that date under Recordation No. 20228-A.

C. The Assignor and the Assignee are parties to that certain Railcar Purchase and Sale Agreement dated as of July 22, 2011 (the "Purchase Agreement"), pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease effective September 6, 2011.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

KEY EQUIPMENT FINANCE INC.  
(SUCCESSOR IN INTEREST TO KEYCORP  
LEASING LIMITED), as Assignor

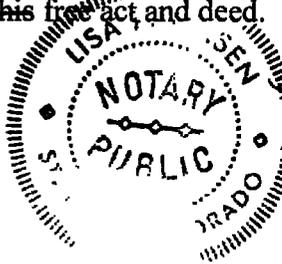
By: *Amy Paine*  
Name: Amy Paine  
Title: SVP

GREENBRIER LEASING COMPANY LLC,  
as Assignee

By: *L. Stanley*  
Name: Larry Stanley  
Title: Senior Vice President

STATE OF COLORADO )  
 ) SS:  
COUNTY OF BOULDER )

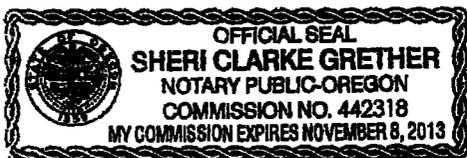
On this 7<sup>th</sup> day of September, 2011, before me personally appeared Amy Raine, to me personally known, who being by me duly sworn, says that s/he is the Senior Vice President of Key Equipment Finance Inc. (successor in interest to KeyCorp Leasing Limited) and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her ~~or his~~ free act and deed.



Lisa Peterson  
Notary Public LISA PETERSEN  
My commission expires: 1-6-2014

STATE OF OREGON )  
 ) SS:  
COUNTY OF CLACKAMAS )

On this 12<sup>th</sup> day of September, 2011, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that he is the Senior 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 for Oregon  
My commission expires: November 8, 2013