

September 2, 2015

**RECORDATION NO. 31852-B  
FILED SEPTEMBER 3, 2015 8:35 AM  
SURFACE TRANSPORTATION BOARD**

**VIA ELECTRONIC FILING**

Chief Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001  
Washington, DC 20024 (express courier)

Re: Memorandum of Partial Assignment of Lease Agreement/Secondary Document  
Related Rail Recordation No. 31852

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Partial Assignment of Lease Agreement, dated as of September 2, 2015 (“Assignment”), a secondary document as defined in the Board’s Rules for Recordation of Documents, 49 C.F.R. Section 1177.

The Assignment relates to the Memorandum of Schedule No. 24 to Full Service Master Lease Agreement previously filed with the Board under Recordation Number 31852.

The names and addresses of the parties to the Memorandum of Assignment of Lease agreement dated September 2, 2015, are:

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

Assignee: Financial Pacific Leasing, Inc. d.b.a  
Umpqua Bank Equipment Leasing & Finance  
3455 S. 34<sup>th</sup> Way, Suite 300  
Federal Way, WA 98001

A description of the equipment covered by the Memorandum of Partial Assignment of Lease Schedule No. 24 consists of:

One hundred (100) railcars within the series reporting marks and road numbers AOKX 482724 – AOKX 482825 as more particularly set forth in the attachment to the document.

DWT 27793889v1 0103174-000004

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A recording fee of \$43.00 is being remitted. Please return recorded document to:

Richard J. Schroeder  
Davis Wright Tremaine LLP  
1201 3<sup>rd</sup> Avenue, Suite 2200  
Seattle, WA 98101

A short summary of the document to appear in the index as follows:

Secondary Document: Memorandum of Partial Assignment of Schedule No. 24 covering one hundred (100) railcars within the series of reporting marks and road numbers AOKX 482724 – AOKX 482825.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of September 2, 2015 (the "**Memorandum**"), is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company and assignee of Midwest Railcar Corporation ("**Transferor**"), and Financial Pacific Leasing, Inc., d.b.a. Umpqua Bank Equipment Leasing & Finance, a Washington corporation ("**Transferee**").

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

A. Transferor, as lessor, has leased certain railroad cars more particularly described in Exhibit A attached hereto (the "**Cars**") pursuant to that certain Full Service Master Lease Agreement made as of June 16, 2004, and Schedule #24 dated May 16, 2014 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, and Schedule #24, together with Full Service Master Lease Agreement as it pertains to Schedule # 24, the "**Lease**") to US Silica Company.

B. A Memorandum of Lease was filed with respect to Schedule #24 with the U.S. Surface Transportation Board (the "STB") on August 12, 2015, under recordation number 31852, and a Memorandum of Assignment was filed with respect to Schedule #24 with the STB on August 12, 2015, under recordation number 31852-A.

C. Transferor and Transferee are parties to that certain Partial Assignment Agreement dated September 2, 2015, pursuant to which Transferor has assigned certain of its right, title and interest under the Lease, as it pertains to periods on and after September 1, 2015, and the Cars, to Transferee.

D. 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.

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**EXHIBIT A**

**RAILCARS**

One hundred (100) 3250 c.f., 286K GRL, Covered Hoppers equipped with 13"x42" low profile gravity discharge gates and three (3) 30" center round hatches, marked and numbered as follows:

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	482724	AOKX	482744	AOKX	482764	AOKX	482784	AOKX	482805
AOKX	482725	AOKX	482745	AOKX	482765	AOKX	482785	AOKX	482806
AOKX	482726	AOKX	482746	AOKX	482766	AOKX	482786	AOKX	482807
AOKX	482727	AOKX	482747	AOKX	482767	AOKX	482787	AOKX	482808
AOKX	482728	AOKX	482748	AOKX	482768	AOKX	482789	AOKX	482809
AOKX	482729	AOKX	482749	AOKX	482769	AOKX	482790	AOKX	482810
AOKX	482730	AOKX	482750	AOKX	482770	AOKX	482791	AOKX	482811
AOKX	482731	AOKX	482751	AOKX	482771	AOKX	482792	AOKX	482812
AOKX	482732	AOKX	482752	AOKX	482772	AOKX	482793	AOKX	482814
AOKX	482733	AOKX	482753	AOKX	482773	AOKX	482794	AOKX	482815
AOKX	482734	AOKX	482754	AOKX	482774	AOKX	482795	AOKX	482816
AOKX	482735	AOKX	482755	AOKX	482775	AOKX	482796	AOKX	482817
AOKX	482736	AOKX	482756	AOKX	482776	AOKX	482797	AOKX	482818
AOKX	482737	AOKX	482757	AOKX	482777	AOKX	482798	AOKX	482819
AOKX	482738	AOKX	482758	AOKX	482778	AOKX	482799	AOKX	482820
AOKX	482739	AOKX	482759	AOKX	482779	AOKX	482800	AOKX	482821
AOKX	482740	AOKX	482760	AOKX	482780	AOKX	482801	AOKX	482822
AOKX	482741	AOKX	482761	AOKX	482781	AOKX	482802	AOKX	482823
AOKX	482742	AOKX	482762	AOKX	482782	AOKX	482803	AOKX	482824
AOKX	482743	AOKX	482763	AOKX	482783	AOKX	482804	AOKX	482825
								<b>Total</b>	<b>100 Cars</b>

CERTIFICATE OF TRUE COPY

I, Richard J. Schroeder, an attorney licensed to practice in the State of Washington and the State of Alaska, 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 this 2nd day of September, 2015.



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Richard J. Schroeder

Address: Davis Wright Tremaine, LLP  
1201 3<sup>rd</sup> Avenue, Suite 2200  
Seattle, WA 98101

Telephone: (206) 757-8139