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December 28, 2015

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 December 28, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Schedule No. 1 previously filed with the Board under Recordation Number 31653.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Assignee:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062
[Lessee:	City of San Antonio c/o City Public Service Board P.O. Box 1771 San Antonio, TX 78296]

Section Chief
December 28, 2015
Page 2

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

194 railcars within the following series: BNBX 1001 – BNBX 1450; BNBX 120111 – BNBX 120374; BNBX 503492 – BNBX 503550, all as more particularly set forth on the attachment to the document. (2 railcars CASUALTIED: BNBX 120166 and BNBX 120331).

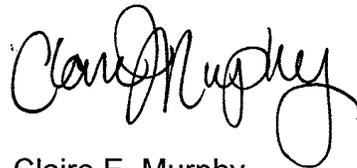
A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$43.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this “Memorandum”) dated as of December 28, 2015 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 successor lessor (as successor-by-assignment to WL Ross-Greenbrier Rail I LLC), has leased to City of San Antonio, acting by and through its City Public Service Board, a Texas municipal electric and gas utility, as lessee (the “Lessee”), one hundred ninety-four (194) railcars identified on Schedule 1 attached hereto (the “Railcars”) under that certain Schedule No. 1 dated as of June 15, 2014 (“Schedule No. 1”), to that certain Lease Agreement dated as of June 1, 2014 (the “Lease Agreement”), each by and between Assignor, as successor lessor, and Lessee, as lessee (Schedule No. 1 and the Lease Agreement as it pertains to Schedule No. 1 collectively, the “Lease”). A Memorandum of Lease was filed with the Surface Transportation Board in connection with the Lease on April 1, 2015 under Recordation No. 31653.

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of 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 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.

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

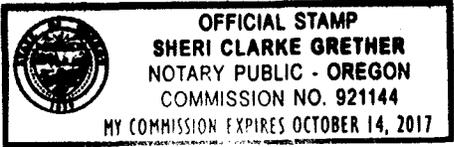
GREENBRIER LEASING COMPANY LLC,
as Assignor

By: 
J. T. Sharp, President

STATE OF OREGON)
) SS:
COUNTY OF CLACKAMAS)

On this 16th day of December, 2015, before me, a Notary Public of the County and State aforesaid, personally appeared J. T. Sharp, to me personally known, who being by me duly sworn, says that ~~she~~ ~~is a~~ 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 ~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

AS WITNESS my hand and notarial seal




Notary Public
My commission expires: October 14, 2017

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

MIDWEST RAILCAR CORPORATION
("Assignee")

By: [Signature] (SEAL)
Name: Richard M. Folio
Title: Executive Vice President

STATE OF MARYLAND)
COUNTY) SS:
CITY OF BALTIMORE)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the COUNTY City of Baltimore this 17th day of December, 2015 by Richard M. Folio, as an Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois corporation.

[Signature]
Notary Public

My commission expires: 7/8/18

[Notarial Seal] HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires ~~September 20, 2005~~
7/8/18

Schedule 1
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

One hundred ninety-four (194) railcars marked and numbered as set forth in the Rail Equipment List on the following page.

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number	Mark	Number
BNBX	1001	BNBX	1185	BNBX	1320	BNBX	120141	BNBX	120281
BNBX	1002	BNBX	1186	BNBX	1323	BNBX	120146	BNBX	120282
BNBX	1010	BNBX	1188	BNBX	1329	BNBX	120148	BNBX	120297
BNBX	1014	BNBX	1192	BNBX	1337	BNBX	120150	BNBX	120304
BNBX	1019	BNBX	1193	BNBX	1341	BNBX	120154	BNBX	120307
BNBX	1028	BNBX	1196	BNBX	1345	BNBX	120155	BNBX	120310
BNBX	1029	BNBX	1199	BNBX	1347	BNBX	120156	BNBX	120318
BNBX	1033	BNBX	1203	BNBX	1349	BNBX	120163	BNBX	120319
BNBX	1035	BNBX	1214	BNBX	1351	BNBX	120165	BNBX	120322
BNBX	1038	BNBX	1215	BNBX	1363	BNBX	120169	BNBX	120323
BNBX	1047	BNBX	1221	BNBX	1370	BNBX	120173	BNBX	120324
BNBX	1049	BNBX	1225	BNBX	1372	BNBX	120179	BNBX	120325
BNBX	1050	BNBX	1226	BNBX	1375	BNBX	120183	BNBX	120341
BNBX	1051	BNBX	1228	BNBX	1376	BNBX	120185	BNBX	120344
BNBX	1073	BNBX	1229	BNBX	1377	BNBX	120186	BNBX	120345
BNBX	1076	BNBX	1234	BNBX	1382	BNBX	120200	BNBX	120347
BNBX	1080	BNBX	1237	BNBX	1386	BNBX	120203	BNBX	120349
BNBX	1081	BNBX	1240	BNBX	1392	BNBX	120204	BNBX	120356
BNBX	1096	BNBX	1246	BNBX	1395	BNBX	120209	BNBX	120360
BNBX	1098	BNBX	1247	BNBX	1399	BNBX	120218	BNBX	120368
BNBX	1101	BNBX	1249	BNBX	1412	BNBX	120219	BNBX	120369
BNBX	1111	BNBX	1253	BNBX	1413	BNBX	120220	BNBX	120372
BNBX	1115	BNBX	1254	BNBX	1414	BNBX	120221	BNBX	120374
BNBX	1117	BNBX	1255	BNBX	1420	BNBX	120222	BNBX	503492
BNBX	1124	BNBX	1256	BNBX	1425	BNBX	120223	BNBX	503495
BNBX	1127	BNBX	1260	BNBX	1435	BNBX	120225	BNBX	503496
BNBX	1133	BNBX	1263	BNBX	1438	BNBX	120235	BNBX	503502
BNBX	1135	BNBX	1266	BNBX	1444	BNBX	120241	BNBX	503509
BNBX	1137	BNBX	1271	BNBX	1450	BNBX	120246	BNBX	503510
BNBX	1140	BNBX	1279	BNBX	120111	BNBX	120249	BNBX	503512
BNBX	1143	BNBX	1284	BNBX	120113	BNBX	120252	BNBX	503521
BNBX	1144	BNBX	1287	BNBX	120115	BNBX	120253	BNBX	503522
BNBX	1146	BNBX	1296	BNBX	120117	BNBX	120254	BNBX	503531
BNBX	1150	BNBX	1298	BNBX	120118	BNBX	120256	BNBX	503535
BNBX	1154	BNBX	1308	BNBX	120121	BNBX	120257	BNBX	503537
BNBX	1165	BNBX	1309	BNBX	120126	BNBX	120258	BNBX	503538
BNBX	1175	BNBX	1316	BNBX	120128	BNBX	120264	BNBX	503546
BNBX	1178	BNBX	1318	BNBX	120131	BNBX	120265	BNBX	503550
BNBX	1182	BNBX	1319	BNBX	120138	BNBX	120268	Total cars: 194	

BNBX 120166 and BNBX 120331 were casualties.

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: December 28, 2015



Claire E. Murphy