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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

July 9, 2104

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 Partial Assignment and Assumption of Lease, dated as of June 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 9 to Lease Agreement previously filed with the Board under Recordation Number 31289.

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

Transferee: Bridge Capital Leasing, Inc.
215 Schilling Circle
Hunt Valley, Maryland 21031

Transferor: Greenbrier Leasing Company, LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Chief, Section of Administration
July 9, 2014
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A description of the railroad equipment covered by the enclosed document is:

100 covered hopper railcars within the series AOKX 496664 - AOKX 498145 as more particularly set forth in the attachment to the document.

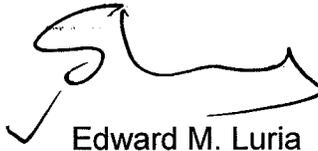
A short summary of the document to appear in the index is:

Memorandum of Partial Assignment and Assumption of Lease.

Also enclosed is a check in the amount of \$44.00 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,



Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION OF
LEASE**

THIS MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE dated as of June 30, 2014 (the "**Commencement Date**"), is made by Greenbrier Leasing Company LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 ("**Transferor**"), and Bridge Capital Leasing, Inc., a Delaware corporation, with an address at 215 Schilling Circle, Suite 100, Hunt Valley, MD 21031 ("**Transferee**") and, together with Transferor, the "**Parties**").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase and Sale Agreement (the "**Purchase Agreement**") dated as of June 30, 2014 relating to the sale by Transferor to Transferee of one hundred (100) railcars identified in Exhibit A hereto (the "**Cars**"), and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under that certain Schedule No. 9 dated as of March 1, 2014 (the "**Schedule**"), to the Lease Agreement dated as of October 1, 2011, by and between Transferor and CARBO Ceramics, Inc. as Lessee (the "**Lease Agreement**"), as it relates to the Cars, with respect to periods on and after the Commencement Date with the exception of certain retained obligations and retained rents identified in the Purchase Agreement (the "**Assigned Interests**");

WHEREAS, pursuant to the Purchase Agreement and a Partial Assignment and Assumption Agreement of even date therewith (the "**Assignment Agreement**"), Assignee has acquired the Assigned Interests;

WHEREAS, the Cars are currently subject to the Schedule and the Lease Agreement;

WHEREAS, a Memorandum of Schedule No. 9 was filed with the Surface Transportation Board on [TO BE COMPLETED WHEN AVAILABLE AND THIS PAGE REPLACED]; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor's sale of the Cars to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Schedule and the Lease Agreement as each relates to the Cars, with respect to periods on and after the Commencement Date with the exception of certain retained obligations and retained rents identified in the Purchase Agreement.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment and Assumption of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

By: 
Name: JT SHARP
Title: PRESIDENT

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

BRIDGE CAPITAL LEASING, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment and Assumption of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

By: _____
Name:
Title:

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

BRIDGE CAPITAL LEASING, INC.

By:  _____
Name:
Title: **ROBERT J. HONEYCUTT**
VICE PRESIDENT

EXHIBIT A

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
CARBO Ceramics Inc. Schedule No. 9 to the Lease Agreement dated as of October 1, 2011	One hundred (100) 3,250 cubic foot capacity covered hopper railcars, 286,000 lbs. GRL, with three 30-inch circular loading hatches and two low-profile discharge gates	See the chart on the following pages of this Exhibit A.

Mark	Number	Mark	Number	Mark	Number
AOKX	496664	AOKX	497973	AOKX	498076
AOKX	496675	AOKX	497974	AOKX	498077
AOKX	496676	AOKX	497975	AOKX	498078
AOKX	496677	AOKX	497976	AOKX	498079
AOKX	496678	AOKX	497978	AOKX	498080
AOKX	496679	AOKX	497995	AOKX	498081
AOKX	497929	AOKX	498000	AOKX	498082
AOKX	497934	AOKX	498001	AOKX	498083
AOKX	497939	AOKX	498002	AOKX	498084
AOKX	497940	AOKX	498003	AOKX	498085
AOKX	497942	AOKX	498004	AOKX	498086
AOKX	497943	AOKX	498005	AOKX	498087
AOKX	497944	AOKX	498006	AOKX	498088
AOKX	497945	AOKX	498007	AOKX	498089
AOKX	497946	AOKX	498009	AOKX	498090
AOKX	497947	AOKX	498028	AOKX	498091
AOKX	497948	AOKX	498029	AOKX	498092
AOKX	497949	AOKX	498030	AOKX	498093
AOKX	497950	AOKX	498031	AOKX	498131
AOKX	497951	AOKX	498032	AOKX	498132
AOKX	497952	AOKX	498033	AOKX	498133
AOKX	497953	AOKX	498034	AOKX	498134
AOKX	497954	AOKX	498035	AOKX	498136
AOKX	497955	AOKX	498036	AOKX	498137
AOKX	497956	AOKX	498037	AOKX	498138
AOKX	497957	AOKX	498038	AOKX	498139
AOKX	497958	AOKX	498039	AOKX	498140
AOKX	497964	AOKX	498040	AOKX	498141
AOKX	497967	AOKX	498041	AOKX	498142
AOKX	497968	AOKX	498042	AOKX	498143
AOKX	497969	AOKX	498043	AOKX	498144
AOKX	497970	AOKX	498044	AOKX	498145
AOKX	497971	AOKX	498046	Total	100 Cars
AOKX	497972	AOKX	498047		

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 7/2/14

Edward M Luria
Edward M. Luria