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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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August 4, 2016

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 and Assumption of Lease, dated as of August 4, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 32069.

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

Transferor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Transferee:	Bridge Funding Group, Inc. 215 Schilling Circle, Suite 100 Hunt Valley, MD 21031
[Lessee:	BNSF Railway Company 2650 Lou Menk Drive Fort Worth, TX 76131]

Section Chief
August 4, 2016
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A description of the equipment covered by the enclosed document is:

102 Multi-Max auto racks: BNSF 34950 – BNSF 35051 (mounted on TTX owned flatcars CTTX 694964 – CTTX 695065).

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

Memorandum of Assignment and Assumption of 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION OF LEASE
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE dated as of August 4, 2016, 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 Funding Group, 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 August 4, 2016 relating to the sale by Transferor to Transferee of one hundred two (102) railroad automotive rack equipment identified in Exhibit A hereto (the “**Racks**”), and the assignment by Transferor and assumption by Transferee of Transferor’s right, title and interest in, and obligations under that certain Schedule No. 30 dated as of December 29, 2015 (the “**Schedule**”), to the Master Full Service Lease Agreement dated as of October 12, 2006, and is effective as of June 1, 2006, and Amendment No. 1 to Lease Agreement entered into effective December 2, 2008, by and between Transferor as lessor and BNSF Railway Company as lessee (the “**Lease Agreement**”), as it relates to the Racks, with respect to periods on and after the Closing Date (as defined in the Purchase Agreement)(the “**Assigned Interests**”);

WHEREAS, pursuant to the Purchase Agreement and an Assignment and Assumption Agreement of even date therewith (the “**Assignment Agreement**”), Assignee has acquired the Assigned Interests as of the Closing Date;

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

WHEREAS, a Memorandum of Schedule No. 30 was filed with the Surface Transportation Board on January 7, 2016, at 8:00 am, under STB Recordation Number 32069; 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 Racks 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 Racks 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 Racks, with respect to periods on and after the Closing Date.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of 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: Adrian J. Downes

Title: Senior Vice 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 FUNDING GROUP, INC.

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of 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

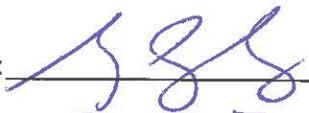
By: _____

Name: Adrian J. Downes

Title: Senior Vice 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 FUNDING GROUP, INC.

By:  _____

Name: Gregory Faherty

Title: Senior Vice President

EXHIBIT A

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
<p>BNSF Railway Company Schedule No. 30 dated as of December 29, 2015 (the "Schedule"), to the Master Full Service Lease Agreement dated as of October 12, 2006, and is effective as of June 1, 2006, and Amendment No. 1 to Lease Agreement entered into effective December 2, 2008</p>	<p>One hundred two (102) Multi-Max™ auto racks in tri-level configuration, with rail system on three (3) decks, including Holland chocks and Zeftek door edge protection</p>	<p>BNSF 34950 through BNSF 35051, inclusive.</p> <p>NOTE: The Racks are mounted on TTX flatcars. See the Rack and Flatcar List on the following page of this Exhibit A.</p>

RACK AND FLATCAR LIST

* denotes TTX flatcars

Flatcar Mark*	Number*	Rack Mark	Number	Flatcar Mark*	Number*	Rack Mark	Number
CTTX	694964	BNSF	34950	CTTX	694989	BNSF	34975
CTTX	694965	BNSF	34951	CTTX	694990	BNSF	34976
CTTX	694966	BNSF	34952	CTTX	694991	BNSF	34977
CTTX	694967	BNSF	34953	CTTX	694992	BNSF	34978
CTTX	694968	BNSF	34954	CTTX	694993	BNSF	34979
CTTX	694969	BNSF	34955	CTTX	694994	BNSF	34980
CTTX	694970	BNSF	34956	CTTX	694995	BNSF	34981
CTTX	694971	BNSF	34957	CTTX	694996	BNSF	34982
CTTX	694972	BNSF	34958	CTTX	694997	BNSF	34983
CTTX	694973	BNSF	34959	CTTX	694998	BNSF	34984
CTTX	694974	BNSF	34960	CTTX	694999	BNSF	34985
CTTX	694975	BNSF	34961	CTTX	695000	BNSF	34986
CTTX	694976	BNSF	34962	CTTX	695001	BNSF	34987
CTTX	694977	BNSF	34963	CTTX	695002	BNSF	34988
CTTX	694978	BNSF	34964	CTTX	695003	BNSF	34989
CTTX	694979	BNSF	34965	CTTX	695004	BNSF	34990
CTTX	694980	BNSF	34966	CTTX	695005	BNSF	34991
CTTX	694981	BNSF	34967	CTTX	695006	BNSF	34992
CTTX	694982	BNSF	34968	CTTX	695007	BNSF	34993
CTTX	694983	BNSF	34969	CTTX	695008	BNSF	34994
CTTX	694984	BNSF	34970	CTTX	695009	BNSF	34995
CTTX	694985	BNSF	34971	CTTX	695010	BNSF	34996
CTTX	694986	BNSF	34972	CTTX	695011	BNSF	34997
CTTX	694987	BNSF	34973	CTTX	695012	BNSF	34998
CTTX	694988	BNSF	34974	CTTX	695013	BNSF	34999

Continued on next page...

Flatcar Mark*	Number*	Rack Mark	Number	Flatcar Mark*	Number*	Rack Mark	Number
CTTX	695014	BNSF	35000	CTTX	695040	BNSF	35026
CTTX	695015	BNSF	35001	CTTX	695041	BNSF	35027
CTTX	695016	BNSF	35002	CTTX	695042	BNSF	35028
CTTX	695017	BNSF	35003	CTTX	695043	BNSF	35029
CTTX	695018	BNSF	35004	CTTX	695044	BNSF	35030
CTTX	695019	BNSF	35005	CTTX	695045	BNSF	35031
CTTX	695020	BNSF	35006	CTTX	695046	BNSF	35032
CTTX	695021	BNSF	35007	CTTX	695047	BNSF	35033
CTTX	695022	BNSF	35008	CTTX	695048	BNSF	35034
CTTX	695023	BNSF	35009	CTTX	695049	BNSF	35035
CTTX	695024	BNSF	35010	CTTX	695050	BNSF	35036
CTTX	695025	BNSF	35011	CTTX	695051	BNSF	35037
CTTX	695026	BNSF	35012	CTTX	695052	BNSF	35038
CTTX	695027	BNSF	35013	CTTX	695053	BNSF	35039
CTTX	695028	BNSF	35014	CTTX	695054	BNSF	35040
CTTX	695029	BNSF	35015	CTTX	695055	BNSF	35041
CTTX	695030	BNSF	35016	CTTX	695056	BNSF	35042
CTTX	695031	BNSF	35017	CTTX	695057	BNSF	35043
CTTX	695032	BNSF	35018	CTTX	695058	BNSF	35044
CTTX	695033	BNSF	35019	CTTX	695059	BNSF	35045
CTTX	695034	BNSF	35020	CTTX	695060	BNSF	35046
CTTX	695035	BNSF	35021	CTTX	695061	BNSF	35047
CTTX	695036	BNSF	35022	CTTX	695062	BNSF	35048
CTTX	695037	BNSF	35023	CTTX	695063	BNSF	35049
CTTX	695038	BNSF	35024	CTTX	695064	BNSF	35050
CTTX	695039	BNSF	35025	CTTX	695065	BNSF	35051

Total Racks: 102

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: August 4, 2016

Edward M. Luria

Edward M. Luria