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

February 29, 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, dated as of February 29, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease with respect to Rider No. 1 previously filed with the Board under Recordation Number 29874.

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: Riverside Rail I LLC  
845 Larch Avenue  
Elmhurst, IL 60126

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

94 boxcars within the series AOK 354617 – AOK 354998 as set forth in the attachment to the document.

Section Chief  
February 29, 2016  
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A short summary of the document to appear in the index is:

Memorandum of Assignment.

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 blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF ASSIGNMENT**

THIS MEMORANDUM OF ASSIGNMENT dated as of February 29, 2016 (the "**Memorandum**"), is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("**Transferor**"), and RIVERSIDE RAIL I LLC a Delaware limited liability company ("**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**") to Wisconsin Central Ltd. pursuant to that certain Rider No. 1 dated as of April 29, 2010 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Schedule**"), to that certain Lease Agreement dated as of April 29, 2010 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Master Lease**", and the Schedule, together with the Master Lease as it pertains to the Schedule, the "**Lease**").

B. A Memorandum of Lease was filed with respect to Rider No. 1 with the U.S. Surface Transportation Board on August 29, 2011, at 3:39 p.m., under recordation number 29874.

C. Transferor and Transferee are parties to that certain Assignment Agreement dated February 29, 2016, pursuant to which Transferor has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after February 29, 2016, and the Cars, to Transferee.

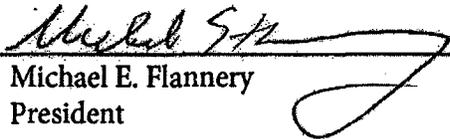
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both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

[The remainder of this page has been intentionally left blank.]

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

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Member 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.*

RIVERSIDE RAIL I LLC

By:   
Name: Michael E. Flannery  
Title: President

*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: \_\_\_\_\_

[Memorandum of Assignment]

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

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Member 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.*

RIVERSIDE RAIL I LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

*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: James T. Sharp  
Title: President

[Memorandum of Assignment]

**EXHIBIT A**

**RAILCARS**

Ninety-four (94) Plate F 60-foot boxcars marked and numbered as indicated on the Railcar List attached hereto:

**RAILCAR LIST**

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOK	354617	AOK	354712	AOK	354796	AOK	354888
AOK	354618	AOK	354714	AOK	354801	AOK	354898
AOK	354620	AOK	354717	AOK	354803	AOK	354906
AOK	354622	AOK	354725	AOK	354807	AOK	354912
AOK	354634	AOK	354728	AOK	354808	AOK	354919
AOK	354642	AOK	354729	AOK	354813	AOK	354930
AOK	354644	AOK	354730	AOK	354815	AOK	354931
AOK	354645	AOK	354733	AOK	354822	AOK	354937
AOK	354647	AOK	354735	AOK	354823	AOK	354940
AOK	354650	AOK	354737	AOK	354824	AOK	354948
AOK	354654	AOK	354741	AOK	354826	AOK	354960
AOK	354656	AOK	354742	AOK	354829	AOK	354962
AOK	354658	AOK	354746	AOK	354839	AOK	354963
AOK	354659	AOK	354747	AOK	354846	AOK	354968
AOK	354672	AOK	354749	AOK	354847	AOK	354971
AOK	354677	AOK	354759	AOK	354854	AOK	354982
AOK	354683	AOK	354770	AOK	354860	AOK	354991
AOK	354690	AOK	354771	AOK	354865	AOK	354992
AOK	354694	AOK	354773	AOK	354867	AOK	354998
AOK	354695	AOK	354776	AOK	354868		
AOK	354697	AOK	354777	AOK	354871		
AOK	354698	AOK	354780	AOK	354872		
AOK	354700	AOK	354781	AOK	354877		
AOK	354706	AOK	354788	AOK	354881		
AOK	354711	AOK	354789	AOK	354887		
							<b>Total Cars: 94</b>

**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: February 29, 2016

*Edward M Luria*

\_\_\_\_\_  
Edward M. Luria