RECORDATION NO. 31407-A FILED
October 28, 2014 02:45 PM
SURFACE TRANSPORTATION BOARD

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October 28, 2014

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 October 28, 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. 19 to Lease Agreement previously filed with the Board under Recordation Number 31407.

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 Capital Leasing, Inc.
215 Schilling Circle, Suite 100
Hunt Valley, MD 21031

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

100 railcars within the series AOKX 498891 – AOKX 498895 and AOKX 499074 – AOKX 499408 as more particularly set forth on 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 $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,

for

Edward M. Luria

EML/cem
Enclosures

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MEMORANDUM OF
PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE

THIS MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE dated as of October 28, 2014, is made by Greenbrier Leasing Company LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035 ("**Transferor**"), and Bridge Capital Leasing, Inc., a Delaware corporation, with an address at 215 Schilling Circle, Suite 100, Hunt Valley, Maryland 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 October 28, 2014, relating to the sale by Transferor to Transferee of one hundred (100) new covered hopper 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. 19 executed on the 9th day of June, 2014, and effective as of May 1, 2014, (the "**Schedule**"), to the Lease Agreement dated May 9, 2011, effective October 1, 2010, and amended effective July 31, 2013, by and between Transferor as Lessor and EOG Resources, Inc. as Lessee (the "**Lease Agreement**"), as it relates to the Cars, with respect to periods on and after the Closing Date (as defined in the Purchase Agreement) with the exception of the Retained Obligations and Retained Rent (as defined 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 as of the Closing Date;

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

WHEREAS, a Memorandum of Schedule No. 19 was filed with the Surface Transportation Board on September 29, 2014 under STB Recordation Number 31407; 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 Closing Date with the exception of the Retained Obligations and Retained Rent.

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: LARRY STANLEY
Title: SVP FINANCE

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: Joseph B Sellie
Title: SVP

EXHIBIT A

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
EOG Resources, Inc. Schedule No. 19 dated June 9, 2014, and effective May 1, 2014, to the Lease Agreement dated May 9, 2011, effective October 1, 2010, and amended effective July 31, 2013.	One hundred (100) 3,250 cubic foot capacity covered hopper railcars, 286,000 lbs. GRL	As listed on the Rail Equipment List of this Exhibit A.

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	498891	AOKX	499123	AOKX	499148	AOKX	499355
AOKX	498892	AOKX	499124	AOKX	499149	AOKX	499356
AOKX	498893	AOKX	499125	AOKX	499150	AOKX	499357
AOKX	498894	AOKX	499126	AOKX	499151	AOKX	499358
AOKX	498895	AOKX	499127	AOKX	499152	AOKX	499359
AOKX	499074	AOKX	499128	AOKX	499153	AOKX	499360
AOKX	499075	AOKX	499129	AOKX	499154	AOKX	499361
AOKX	499076	AOKX	499130	AOKX	499155	AOKX	499362
AOKX	499078	AOKX	499131	AOKX	499156	AOKX	499363
AOKX	499079	AOKX	499132	AOKX	499157	AOKX	499364
AOKX	499080	AOKX	499133	AOKX	499158	AOKX	499365
AOKX	499081	AOKX	499134	AOKX	499159	AOKX	499366
AOKX	499110	AOKX	499135	AOKX	499160	AOKX	499388
AOKX	499111	AOKX	499136	AOKX	499161	AOKX	499393
AOKX	499112	AOKX	499137	AOKX	499162	AOKX	499395
AOKX	499113	AOKX	499138	AOKX	499163	AOKX	499398
AOKX	499114	AOKX	499139	AOKX	499164	AOKX	499400
AOKX	499115	AOKX	499140	AOKX	499330	AOKX	499401
AOKX	499116	AOKX	499141	AOKX	499335	AOKX	499402
AOKX	499117	AOKX	499142	AOKX	499336	AOKX	499403
AOKX	499118	AOKX	499143	AOKX	499347	AOKX	499404
AOKX	499119	AOKX	499144	AOKX	499348	AOKX	499405
AOKX	499120	AOKX	499145	AOKX	499351	AOKX	499406
AOKX	499121	AOKX	499146	AOKX	499352	AOKX	499407
AOKX	499122	AOKX	499147	AOKX	499353	AOKX	499408

100 TOTAL

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: 10/28/2014

Edward M Luria

Edward M. Luria