

RECORDATION NO. 31087-B FILED
ALVORD AND ALVORD PLLC February 23, 2016 04:30 PM
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February 23, 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 January 28, 2016, 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. 1 to Master Net Railcar Lease previously filed with the Board under Recordation Number 31087.

The name and address of the party to the enclosed document is:

Assignor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Assignee: Progress Rail Leasing Corporation
1600 Progress Drive
Albertville, AL 35950

[Lessee: TTX Company
101 North Wacker Drive
Chicago, IL 60606]

Section Chief
February 23, 2016
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A description of the equipment covered by the enclosed document is:

All railroad equipment covered by the Memorandum of Schedule No. 1 to Master Net Railcar Lease filed under Rec. No. 31087.

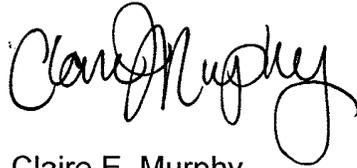
A short summary of the document to appear in the index is:

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 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

THIS MEMORANDUM OF ASSIGNMENT (this "Memorandum"), dated as of January 28, 2016, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and PROGRESS RAIL LEASING CORPORATION, a Delaware corporation ("Progress").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as lessor, has leased one hundred four (104) 60-foot, 286,000 lbs. GRL, Plate F boxcars with double 8-foot plug doors and 9'6" inside width, bearing the marks and numbers listed on Exhibit A hereto (the "Cars") pursuant to that certain Schedule No. 1 dated as of March 26, 2012, as amended by Amendment No. 1 to Lease Schedule No. 1 entered into on January 13, 2014 (the "Amended Schedule"), to that certain Master Net Railcar Lease dated as of March 26, 2012 (the "Lease Agreement," the Amended Schedule incorporating by reference the terms and conditions of the Lease Agreement, the "Lease") to TTX Company.

B. A Memorandum of Lease Agreement was filed with respect to Schedule No. 1 with the U.S. Surface Transportation Board on February 19, 2014, under recordation number 31087.

C. Greenbrier and Progress are parties to that certain Assignment and Assumption Agreement dated as of January 28, 2016, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after January 28, 2016, and the Cars, to Progress.

E. 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, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed effective as of the date first indicated above.

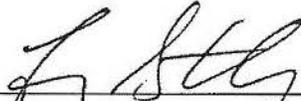
PROGRESS RAIL LEASING CORPORATION

By: _____

Name: _____

Title: _____

GREENBRIER LEASING COMPANY LLC

By: 

Name: Larry D. Stanley

Title: Sr. Vice President

IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed effective as of the date first indicated above.

PROGRESS RAIL LEASING CORPORATION

By: *Robert E. Powell*

Name: *Robert E. Powell*

Title: *VP/Controller*

GREENBRIER LEASING COMPANY LLC

By: _____

Name: _____

Title: _____



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: February 23, 2016



Claire E. Murphy