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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 documents previously filed with the Board under Recordation Number 23780.

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:

99 covered hopper railcars: GBRX 81074 – GBRX 81173 (excluding GBRX 81159), previously marked CEFX.

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

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 LaFarge North America Inc. pursuant to that certain Schedule No. 1 dated as of July 18, 2001 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “**Schedule**”), to that certain Master Net Railcar Lease dated July 9, 2001 (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 primary document was filed with respect to Schedule No. 1 with the U.S. Surface Transportation Board on December 21, 2001, at 9:52 a.m., under recordation number 23780.

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.

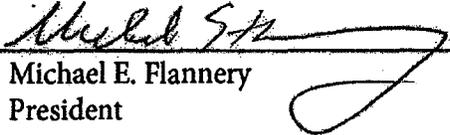
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both 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-nine (99) 3,250 c.f. covered hopper railcars with gravity gates and round hatches marked and numbered as indicated on the Railcar List attached hereto:

## RAILCAR LIST

<b>Prior Mark</b>	<b>New Mark</b>	<b>Number</b>	<b>Prior Mark</b>	<b>New Mark</b>	<b>Number</b>	<b>Prior Mark</b>	<b>New Mark</b>	<b>Number</b>
CEFX	GBRX	81074	CEFX	GBRX	81107	CEFX	GBRX	81140
CEFX	GBRX	81075	CEFX	GBRX	81108	CEFX	GBRX	81141
CEFX	GBRX	81076	CEFX	GBRX	81109	CEFX	GBRX	81142
CEFX	GBRX	81077	CEFX	GBRX	81110	CEFX	GBRX	81143
CEFX	GBRX	81078	CEFX	GBRX	81111	CEFX	GBRX	81144
CEFX	GBRX	81079	CEFX	GBRX	81112	CEFX	GBRX	81145
CEFX	GBRX	81080	CEFX	GBRX	81113	CEFX	GBRX	81146
CEFX	GBRX	81081	CEFX	GBRX	81114	CEFX	GBRX	81147
CEFX	GBRX	81082	CEFX	GBRX	81115	CEFX	GBRX	81148
CEFX	GBRX	81083	CEFX	GBRX	81116	CEFX	GBRX	81149
CEFX	GBRX	81084	CEFX	GBRX	81117	CEFX	GBRX	81150
CEFX	GBRX	81085	CEFX	GBRX	81118	CEFX	GBRX	81151
CEFX	GBRX	81086	CEFX	GBRX	81119	CEFX	GBRX	81152
CEFX	GBRX	81087	CEFX	GBRX	81120	CEFX	GBRX	81153
CEFX	GBRX	81088	CEFX	GBRX	81121	CEFX	GBRX	81154
CEFX	GBRX	81089	CEFX	GBRX	81122	CEFX	GBRX	81155
CEFX	GBRX	81090	CEFX	GBRX	81123	CEFX	GBRX	81156
CEFX	GBRX	81091	CEFX	GBRX	81124	CEFX	GBRX	81157
CEFX	GBRX	81092	CEFX	GBRX	81125	CEFX	GBRX	81158
CEFX	GBRX	81093	CEFX	GBRX	81126	CEFX	GBRX	81160
CEFX	GBRX	81094	CEFX	GBRX	81127	CEFX	GBRX	81161
CEFX	GBRX	81095	CEFX	GBRX	81128	CEFX	GBRX	81162
CEFX	GBRX	81096	CEFX	GBRX	81129	CEFX	GBRX	81163
CEFX	GBRX	81097	CEFX	GBRX	81130	CEFX	GBRX	81164
CEFX	GBRX	81098	CEFX	GBRX	81131	CEFX	GBRX	81165
CEFX	GBRX	81099	CEFX	GBRX	81132	CEFX	GBRX	81166
CEFX	GBRX	81100	CEFX	GBRX	81133	CEFX	GBRX	81167
CEFX	GBRX	81101	CEFX	GBRX	81134	CEFX	GBRX	81168
CEFX	GBRX	81102	CEFX	GBRX	81135	CEFX	GBRX	81169
CEFX	GBRX	81103	CEFX	GBRX	81136	CEFX	GBRX	81170
CEFX	GBRX	81104	CEFX	GBRX	81137	CEFX	GBRX	81171
CEFX	GBRX	81105	CEFX	GBRX	81138	CEFX	GBRX	81172
CEFX	GBRX	81106	CEFX	GBRX	81139	CEFX	GBRX	81173

Total Cars: 99

**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