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

August 11, 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 August 11, 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 30995.

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: RLH1 LLC  
c/o RESIDCO  
Three First National Plaza, Suite 2340  
Chicago, IL 60602

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

124 gondola railcars: BNBX 1006, 1013, 1018, 1021, 1024, 1040, 1043, 1044, 1054, 1056, 1063, 1068, 1074, 1075, 1079, 1083, 1084, 1085, 1088, 1090, 1099, 1100, 1105, 1106, 1110, 1116, 1119, 1120, 1125, 1132, 1136, 1147, 1151, 1161, 1163, 1167, 1168, 1171, 1172, 1173, 1177, 1187, 1191, 1195, 1198, 1200, 1202,

Section Chief  
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1205, 1210, 1217, 1224, 1231, 1233, 1235, 1242, 1244, 1251, 1252, 1262, 1264,  
1265, 1276, 1278, 1285, 1292, 1294, 1295, 1297, 1299, 1300, 1307, 1310, 1312,  
1322, 1331, 1339, 1361, 1364, 1367, 1369, 1374, 1384, 1390, 1394, 1396, 1398,  
1400, 1411, 1437, 1441, 1449, 40138, 40254, 40261, 40332, 40360, 40365,  
40501, 40518, 40535, 40542, 120144, 120147, 120158, 120161, 120162,  
120164, 120175, 120181, 120189, 120207, 120226, 120228, 120237, 120291,  
120296, 120305, 120316, 120320, 120326, 120340, 120346, 120362, 120363.

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,



Edward M. Luria

EML/sem  
Enclosures

## MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT dated as of August 11, 2016 (the "Memorandum"), is between RLH1 LLC, a Delaware limited liability company ("Transferee"), and GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Transferor").

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") pursuant to that certain Master Full Service Railcar Lease Agreement dated as of March 16, 2011, and effective as of June 1, 2010 (the "Lease Agreement"), and that certain Schedule No. 7 to the Lease Agreement dated as of November 8, 2013, as amended by an Amendment No. 1 to Lease Schedule No. 7 entered into effective as of July 4, 2015, and a renewal letter dated April 30, 2014 (collectively, the "Schedule", and the Schedule incorporating the terms of Lease Agreement, the "Lease"), to BNSF Railway Company.

B. That certain Memorandum of Full Service Railcar Lease Schedule No. 5 was filed with respect to the Schedule with the U.S. Surface Transportation Board on December 5, 2013, at 1:27 p.m., under recordation number 30995.

C. Transferor and Transferee are parties to that certain Assignment Agreement dated as of August 11, 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 August 11, 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 Manager 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.*

RLH1 LLC

By:  \_\_\_\_\_  
Name: Glenn P. Davis  
Title: Director

*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 D. Stanley  
Title: Senior Vice President

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 Manager 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.*

RLH1 LLC

By: \_\_\_\_\_  
Name: Glenn P. Davis  
Title: Director

*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 D. Stanley  
Title: Senior Vice President

**EXHIBIT A**

**RAILCARS**

One hundred twenty-four (124) 47-foot, 286,000 lbs. GRL coal gondola railcars with varied cubic foot capacity marked and numbered:

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
BNBX	1006	BNBX	1116	BNBX	1224	BNBX	1339	BNBX	40542
BNBX	1013	BNBX	1119	BNBX	1231	BNBX	1361	BNBX	120144
BNBX	1018	BNBX	1120	BNBX	1233	BNBX	1364	BNBX	120147
BNBX	1021	BNBX	1125	BNBX	1235	BNBX	1367	BNBX	120158
BNBX	1024	BNBX	1132	BNBX	1242	BNBX	1369	BNBX	120161
BNBX	1040	BNBX	1136	BNBX	1244	BNBX	1374	BNBX	120162
BNBX	1043	BNBX	1147	BNBX	1251	BNBX	1384	BNBX	120164
BNBX	1044	BNBX	1151	BNBX	1252	BNBX	1390	BNBX	120175
BNBX	1054	BNBX	1161	BNBX	1262	BNBX	1394	BNBX	120181
BNBX	1056	BNBX	1163	BNBX	1264	BNBX	1396	BNBX	120189
BNBX	1063	BNBX	1167	BNBX	1265	BNBX	1398	BNBX	120207
BNBX	1068	BNBX	1168	BNBX	1276	BNBX	1400	BNBX	120226
BNBX	1074	BNBX	1171	BNBX	1278	BNBX	1411	BNBX	120228
BNBX	1075	BNBX	1172	BNBX	1285	BNBX	1437	BNBX	120237
BNBX	1079	BNBX	1173	BNBX	1292	BNBX	1441	BNBX	120291
BNBX	1083	BNBX	1177	BNBX	1294	BNBX	1449	BNBX	120296
BNBX	1084	BNBX	1187	BNBX	1295	BNBX	40138	BNBX	120305
BNBX	1085	BNBX	1191	BNBX	1297	BNBX	40254	BNBX	120316
BNBX	1088	BNBX	1195	BNBX	1299	BNBX	40261	BNBX	120320
BNBX	1090	BNBX	1198	BNBX	1300	BNBX	40332	BNBX	120326
BNBX	1099	BNBX	1200	BNBX	1307	BNBX	40360	BNBX	120340
BNBX	1100	BNBX	1202	BNBX	1310	BNBX	40365	BNBX	120346
BNBX	1105	BNBX	1205	BNBX	1312	BNBX	40501	BNBX	120362
BNBX	1106	BNBX	1210	BNBX	1322	BNBX	40518	BNBX	120363
BNBX	1110	BNBX	1217	BNBX	1331	BNBX	40535	Total Cars: 124	

**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 11, 2016

*Edward M. Luria*

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