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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 Schedule No. 3 previously filed with the Board under Recordation Number 32027.

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:

76 covered hopper railcars: BCAX 200 – BCAX 275 (note – ARUX 210 has been remarked BCAX 210)

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,



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. 3 dated as of September 30, 2015 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Schedule**"), to that certain Lease Agreement dated July 1, 2009 (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 Schedule No. 3 with the U.S. Surface Transportation Board on December 9, 2015, at 3:30 p.m., under recordation number 32027.

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.

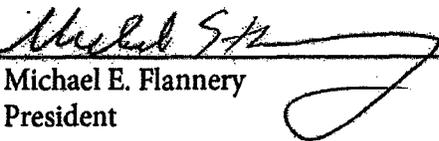
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both 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

Seventy-six (76) 3,281 cf twin covered hopper railcars marked and numbered as indicated on the Railcar List attached hereto:

RAILCAR LIST

Prior Mark	Prior Number	Mark	Number	Mark	Number	Mark	Number
		BCAX	200	BCAX	226	BCAX	252
		BCAX	201	BCAX	227	BCAX	253
		BCAX	202	BCAX	228	BCAX	254
		BCAX	203	BCAX	229	BCAX	255
		BCAX	204	BCAX	230	BCAX	256
		BCAX	205	BCAX	231	BCAX	257
		BCAX	206	BCAX	232	BCAX	258
		BCAX	207	BCAX	233	BCAX	259
		BCAX	208	BCAX	234	BCAX	260
		BCAX	209	BCAX	235	BCAX	261
ARUX	210	BCAX	210	BCAX	236	BCAX	262
		BCAX	211	BCAX	237	BCAX	263
		BCAX	212	BCAX	238	BCAX	264
		BCAX	213	BCAX	239	BCAX	265
		BCAX	214	BCAX	240	BCAX	266
		BCAX	215	BCAX	241	BCAX	267
		BCAX	216	BCAX	242	BCAX	268
		BCAX	217	BCAX	243	BCAX	269
		BCAX	218	BCAX	244	BCAX	270
		BCAX	219	BCAX	245	BCAX	271
		BCAX	220	BCAX	246	BCAX	272
		BCAX	221	BCAX	247	BCAX	273
		BCAX	222	BCAX	248	BCAX	274
		BCAX	223	BCAX	249	BCAX	275
		BCAX	224	BCAX	250	Total Cars: 76	
		BCAX	225	BCAX	251		

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