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

March 10, 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 Full Service Railcar Lease (Schedule No. 16) being filed with the Board under Recordation Number 32136.

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:

387 covered hopper railcars within the series BNSF 484016 – BNSF 484999 as set forth in the attachment to the document.

Section Chief
March 10, 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

MEMORANDUM OF ASSIGNMENT

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 BNSF Railway Company pursuant to that certain Schedule No. 16 dated as of March 5, 2013, and effective as of October 1, 2012 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Schedule**"), to that certain Master Full Service Railcar Lease dated October 12, 2006, and effective as of June 1, 2006 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Master Lease**", and the Schedule incorporating by reference the terms and conditions of the Master Lease, the "**Lease**").

B. A Memorandum of Lease was filed with respect to Schedule No. 16 with the U.S. Surface Transportation Board on March 10, 2016, under recordation number 32136.

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.

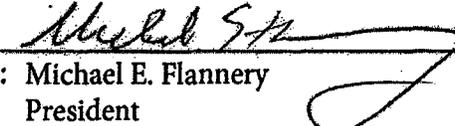
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both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

[Memorandum of Assignment]

EXHIBIT A

RAILCARS

Three hundred eighty-seven (387) 5,188 c.f., 286,000 lbs. GRL, through-sill covered hopper railcars marked and numbered as indicated on the Railcar List attached hereto:

RAILCAR LIST

Mark	Number								
BNSF	484016	BNSF	484643	BNSF	484681	BNSF	484721	BNSF	484762
BNSF	484483	BNSF	484644	BNSF	484682	BNSF	484722	BNSF	484763
BNSF	484486	BNSF	484645	BNSF	484683	BNSF	484723	BNSF	484764
BNSF	484489	BNSF	484646	BNSF	484684	BNSF	484724	BNSF	484765
BNSF	484499	BNSF	484647	BNSF	484685	BNSF	484725	BNSF	484766
BNSF	484509	BNSF	484648	BNSF	484686	BNSF	484726	BNSF	484767
BNSF	484510	BNSF	484649	BNSF	484688	BNSF	484727	BNSF	484768
BNSF	484511	BNSF	484650	BNSF	484689	BNSF	484728	BNSF	484769
BNSF	484611	BNSF	484651	BNSF	484690	BNSF	484729	BNSF	484770
BNSF	484612	BNSF	484652	BNSF	484691	BNSF	484730	BNSF	484771
BNSF	484613	BNSF	484653	BNSF	484692	BNSF	484731	BNSF	484772
BNSF	484614	BNSF	484654	BNSF	484693	BNSF	484732	BNSF	484773
BNSF	484615	BNSF	484655	BNSF	484694	BNSF	484733	BNSF	484774
BNSF	484616	BNSF	484656	BNSF	484695	BNSF	484734	BNSF	484775
BNSF	484617	BNSF	484657	BNSF	484696	BNSF	484735	BNSF	484776
BNSF	484618	BNSF	484658	BNSF	484697	BNSF	484736	BNSF	484777
BNSF	484619	BNSF	484659	BNSF	484698	BNSF	484738	BNSF	484778
BNSF	484620	BNSF	484660	BNSF	484699	BNSF	484739	BNSF	484779
BNSF	484622	BNSF	484661	BNSF	484700	BNSF	484740	BNSF	484780
BNSF	484623	BNSF	484662	BNSF	484701	BNSF	484741	BNSF	484781
BNSF	484624	BNSF	484663	BNSF	484702	BNSF	484743	BNSF	484782
BNSF	484625	BNSF	484664	BNSF	484703	BNSF	484744	BNSF	484783
BNSF	484627	BNSF	484665	BNSF	484704	BNSF	484745	BNSF	484784
BNSF	484628	BNSF	484666	BNSF	484705	BNSF	484746	BNSF	484785
BNSF	484629	BNSF	484667	BNSF	484706	BNSF	484747	BNSF	484786
BNSF	484630	BNSF	484668	BNSF	484707	BNSF	484748	BNSF	484787
BNSF	484631	BNSF	484669	BNSF	484708	BNSF	484749	BNSF	484788
BNSF	484632	BNSF	484670	BNSF	484709	BNSF	484750	BNSF	484789
BNSF	484633	BNSF	484671	BNSF	484710	BNSF	484752	BNSF	484790
BNSF	484634	BNSF	484672	BNSF	484711	BNSF	484753	BNSF	484791
BNSF	484635	BNSF	484673	BNSF	484712	BNSF	484754	BNSF	484792
BNSF	484636	BNSF	484674	BNSF	484713	BNSF	484755	BNSF	484793
BNSF	484637	BNSF	484675	BNSF	484714	BNSF	484756	BNSF	484794
BNSF	484638	BNSF	484676	BNSF	484716	BNSF	484757	BNSF	484795
BNSF	484639	BNSF	484677	BNSF	484717	BNSF	484758	BNSF	484796
BNSF	484640	BNSF	484678	BNSF	484718	BNSF	484759	BNSF	484797
BNSF	484641	BNSF	484679	BNSF	484719	BNSF	484760	BNSF	484798
BNSF	484642	BNSF	484680	BNSF	484720	BNSF	484761	BNSF	484799

Mark	Number								
BNSF	484800	BNSF	484840	BNSF	484881	BNSF	484921	BNSF	484961
BNSF	484801	BNSF	484841	BNSF	484882	BNSF	484922	BNSF	484962
BNSF	484802	BNSF	484842	BNSF	484883	BNSF	484923	BNSF	484963
BNSF	484803	BNSF	484843	BNSF	484884	BNSF	484924	BNSF	484964
BNSF	484804	BNSF	484844	BNSF	484885	BNSF	484925	BNSF	484965
BNSF	484805	BNSF	484845	BNSF	484886	BNSF	484926	BNSF	484966
BNSF	484806	BNSF	484846	BNSF	484887	BNSF	484927	BNSF	484967
BNSF	484807	BNSF	484847	BNSF	484888	BNSF	484928	BNSF	484968
BNSF	484808	BNSF	484848	BNSF	484889	BNSF	484929	BNSF	484969
BNSF	484809	BNSF	484849	BNSF	484890	BNSF	484931	BNSF	484970
BNSF	484810	BNSF	484850	BNSF	484891	BNSF	484932	BNSF	484971
BNSF	484811	BNSF	484851	BNSF	484892	BNSF	484933	BNSF	484972
BNSF	484812	BNSF	484852	BNSF	484893	BNSF	484934	BNSF	484973
BNSF	484813	BNSF	484853	BNSF	484894	BNSF	484935	BNSF	484974
BNSF	484814	BNSF	484854	BNSF	484895	BNSF	484936	BNSF	484975
BNSF	484815	BNSF	484855	BNSF	484896	BNSF	484937	BNSF	484976
BNSF	484816	BNSF	484856	BNSF	484897	BNSF	484938	BNSF	484977
BNSF	484817	BNSF	484858	BNSF	484898	BNSF	484939	BNSF	484978
BNSF	484818	BNSF	484859	BNSF	484899	BNSF	484940	BNSF	484979
BNSF	484819	BNSF	484860	BNSF	484900	BNSF	484941	BNSF	484981
BNSF	484820	BNSF	484861	BNSF	484901	BNSF	484942	BNSF	484982
BNSF	484821	BNSF	484862	BNSF	484902	BNSF	484943	BNSF	484983
BNSF	484822	BNSF	484863	BNSF	484903	BNSF	484944	BNSF	484984
BNSF	484823	BNSF	484864	BNSF	484904	BNSF	484945	BNSF	484985
BNSF	484824	BNSF	484865	BNSF	484905	BNSF	484946	BNSF	484986
BNSF	484825	BNSF	484866	BNSF	484906	BNSF	484947	BNSF	484987
BNSF	484826	BNSF	484867	BNSF	484907	BNSF	484948	BNSF	484988
BNSF	484827	BNSF	484868	BNSF	484908	BNSF	484949	BNSF	484989
BNSF	484828	BNSF	484869	BNSF	484909	BNSF	484950	BNSF	484990
BNSF	484829	BNSF	484870	BNSF	484910	BNSF	484951	BNSF	484991
BNSF	484830	BNSF	484871	BNSF	484911	BNSF	484952	BNSF	484992
BNSF	484831	BNSF	484872	BNSF	484912	BNSF	484953	BNSF	484993
BNSF	484832	BNSF	484873	BNSF	484913	BNSF	484954	BNSF	484994
BNSF	484833	BNSF	484874	BNSF	484914	BNSF	484955	BNSF	484995
BNSF	484834	BNSF	484875	BNSF	484915	BNSF	484956	BNSF	484996
BNSF	484835	BNSF	484876	BNSF	484916	BNSF	484957	BNSF	484997
BNSF	484836	BNSF	484877	BNSF	484917	BNSF	484958	BNSF	484998
BNSF	484837	BNSF	484878	BNSF	484918	BNSF	484959	BNSF	484999
BNSF	484838	BNSF	484879	BNSF	484919	BNSF	484960		
BNSF	484839	BNSF	484880	BNSF	484920			Total	387 Cars

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: March 22, 2016

Edward M. Luria

Edward M. Luria