

RECORDATION NO. 31146-A FILED
May 23, 2014 3:45 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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May 23, 2014

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 Partial Assignment of Lease, dated as of May 23, 2014, 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. 13 to Lease Agreement previously filed with the Board under Recordation Number 31146.

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: Capital One Equipment Finance Corp.
275 Broad Hollow Road
Melville, NY 11747

Chief
Section of Administration
May 23, 2014
Page 2

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

100 covered hopper railcars within the series AOKX 497458 – AOKX 497567 as set forth on the attachment to the document.

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

Memorandum of Partial Assignment of Lease.

Also enclosed is a check in the amount of \$44.00 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 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

THIS MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE dated as of May 23, 2014, is made by Greenbrier Leasing Company LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 (“**Transferor**”), and Capital One Equipment Finance Corp., a New York corporation, with an address at 275 Broad Hollow Road, Melville, NY 11747 (“**Transferee**” and, together with Transferor, the “**Parties**”).

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase and Sale Agreement (the “**Purchase Agreement**”) dated as of May 22, 2014 relating to the sale by Transferor to Transferee of one hundred (100) railcars identified in Exhibit A hereto (the “**Cars**”), and the assignment by Transferor and assumption by Transferee of Transferor’s right, title and interest in, and obligations under that certain Schedule No. 13 executed March 6, 2014, and effective as of January 1, 2014, to the Lease Agreement dated as of May 9, 2011, and effective as of October 1, 2010, as amended by Amendment No. 1 to Lease Agreement effective as of July 31, 2013, by and between Transferor and EOG Resources, Inc. as Lessee (the “**Lease Agreement**”), as it relates to the Cars, with respect to periods on and after the date hereof with the exception of certain retained obligations and retained rents identified in the Purchase Agreement (the “**Assigned Interests**”);

WHEREAS, pursuant to the Purchase Agreement and a Partial Assignment and Assumption Agreement of even date therewith (the “**Assignment Agreement**”), Assignee has acquired the Assigned Interests;

WHEREAS, the Cars are currently subject to the Schedule and the Lease Agreement;

WHEREAS, a Memorandum of Schedule No. 13 was filed with the Surface Transportation Board on April 3, 2014, and assigned recordation number 31146; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor’s sale of the Cars to Transferee and the assignment to Transferee of Transferor’s right, title and interest in, and obligations under, the Schedule and the Lease Agreement as each relates to the Cars.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

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: J. P. SHAPP
Title: PRESIDENT

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person 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.

CAPITAL ONE EQUIPMENT FINANCE CORP.

By: _____
Name:
Title:

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

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:

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person 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.

CAPITAL ONE EQUIPMENT FINANCE CORP.

By:  _____
Name: Michael Powers
Title: SUP

EXHIBIT A

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
EOG Resources, Inc. (Schedule 13)	One hundred (100) 3,250 c.f. capacity covered hopper railcars, 286,000 lbs. GRL, with three 30-inch circular loading hatches and two low profile discharge gates	100 cars from the series AOKX 497458 through AOKX 497567, not inclusive. See detailed car list below this table.

EOG Resources, Inc. – Lease Schedule No. 13 – 100 railcars

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	497458	AOKX	497493	AOKX	497518	AOKX	497543
AOKX	497469	AOKX	497494	AOKX	497519	AOKX	497544
AOKX	497470	AOKX	497495	AOKX	497520	AOKX	497545
AOKX	497471	AOKX	497496	AOKX	497521	AOKX	497546
AOKX	497472	AOKX	497497	AOKX	497522	AOKX	497547
AOKX	497473	AOKX	497498	AOKX	497523	AOKX	497548
AOKX	497474	AOKX	497499	AOKX	497524	AOKX	497549
AOKX	497475	AOKX	497500	AOKX	497525	AOKX	497550
AOKX	497476	AOKX	497501	AOKX	497526	AOKX	497551
AOKX	497477	AOKX	497502	AOKX	497527	AOKX	497552
AOKX	497478	AOKX	497503	AOKX	497528	AOKX	497553
AOKX	497479	AOKX	497504	AOKX	497529	AOKX	497554
AOKX	497480	AOKX	497505	AOKX	497530	AOKX	497555
AOKX	497481	AOKX	497506	AOKX	497531	AOKX	497556
AOKX	497482	AOKX	497507	AOKX	497532	AOKX	497557
AOKX	497483	AOKX	497508	AOKX	497533	AOKX	497558
AOKX	497484	AOKX	497509	AOKX	497534	AOKX	497559
AOKX	497485	AOKX	497510	AOKX	497535	AOKX	497560
AOKX	497486	AOKX	497511	AOKX	497536	AOKX	497561
AOKX	497487	AOKX	497512	AOKX	497537	AOKX	497562
AOKX	497488	AOKX	497513	AOKX	497538	AOKX	497563
AOKX	497489	AOKX	497514	AOKX	497539	AOKX	497564
AOKX	497490	AOKX	497515	AOKX	497540	AOKX	497565
AOKX	497491	AOKX	497516	AOKX	497541	AOKX	497566
AOKX	497492	AOKX	497517	AOKX	497542	AOKX	497567
						Total	100 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: 5/23/14

Edward M Luria
Edward M. Luria