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ELIAS C. ALVORD (1942)  
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October 28, 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 and Assumption of Lease, dated as of October 28, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Schedule No. 2 previously filed with the Board under Recordation Number 31427.

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: Bridge Capital Leasing, Inc.  
215 Schilling Circle, Suite 100  
Hunt Valley, MD 21031

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

100 railcars within the series AOKX 497170 – AOKX 497211, AOKX 498065 – AOKX 498995, and AOKX 499036 – AOKX 499385 as more particularly set forth on the attachment to the document.

Section Chief  
October 28, 2014  
Page 2

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

Memorandum of Partial Assignment and Assumption of Lease.

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,

  
for

Edward M. Luria

EML/cem  
Enclosures

**MEMORANDUM OF**  
**PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE**

THIS MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE dated as of October 28, 2014, is made by Greenbrier Leasing Company LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035 (“**Transferor**”), and Bridge Capital Leasing, Inc., a Delaware corporation, with an address at 215 Schilling Circle, Suite 100, Hunt Valley, Maryland 21031 (“**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 October 28, 2014, relating to the sale by Transferor to Transferee of one hundred (100) cement covered hopper railcars, 286,000 lbs., GRL 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. 2 executed on April 1, 2014, (the “**Schedule**”), to the Lease Agreement dated April 1, 2014, by and between Transferor as Lessor and D & I Silica, LLC. as Lessee (the “**Lease Agreement**”), as it relates to the Cars, with respect to periods on and after the Closing Date (as defined in the Purchase Agreement) with the exception of the Retained Obligations and Retained Rent (as defined 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 as of the Closing Date;

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

WHEREAS, a Memorandum of Schedule No. 2 was filed with the Surface Transportation Board on October 15, 2014 under STB Recordation Number 31427; and

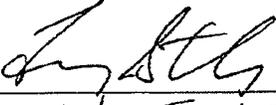
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, 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, with respect to periods on and after the Closing Date with the exception of the Retained Obligations and Retained Rent.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment and Assumption 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: LARRY STANLEY  
Title: SVP FINANCE

*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.*

BRIDGE CAPITAL LEASING, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

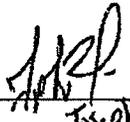
*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing 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.*

BRIDGE CAPITAL LEASING, INC.

By:  \_\_\_\_\_  
Name: Joseph P. Scario \_\_\_\_\_  
Title:  \_\_\_\_\_

**EXHIBIT A**

<b>LESSEE / LEASE</b>	<b>CAR DESCRIPTION</b>	<b>REPORTING MARKS &amp; NUMBERS</b>
D & I Silica, LLC  Schedule No. 2 dated April 1, 2014 to the Lease Agreement dated April 1, 2014.	One hundred (100) 3,250 cubic foot capacity cement covered hopper railcars, 286,000 lbs. GRL	As listed on the Rail Equipment List of this Exhibit A.

### RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	497170	AOKX	499177	AOKX	499224	AOKX	499267
AOKX	497182	AOKX	499179	AOKX	499225	AOKX	499269
AOKX	497211	AOKX	499180	AOKX	499230	AOKX	499270
AOKX	498065	AOKX	499181	AOKX	499231	AOKX	499279
AOKX	498835	AOKX	499183	AOKX	499233	AOKX	499284
AOKX	498846	AOKX	499184	AOKX	499234	AOKX	499285
AOKX	498858	AOKX	499186	AOKX	499235	AOKX	499287
AOKX	498921	AOKX	499187	AOKX	499237	AOKX	499288
AOKX	498924	AOKX	499188	AOKX	499243	AOKX	499289
AOKX	498995	AOKX	499195	AOKX	499244	AOKX	499290
AOKX	499036	AOKX	499196	AOKX	499246	AOKX	499291
AOKX	499082	AOKX	499198	AOKX	499247	AOKX	499292
AOKX	499085	AOKX	499200	AOKX	499248	AOKX	499293
AOKX	499086	AOKX	499201	AOKX	499249	AOKX	499294
AOKX	499087	AOKX	499202	AOKX	499251	AOKX	499295
AOKX	499108	AOKX	499205	AOKX	499252	AOKX	499306
AOKX	499165	AOKX	499207	AOKX	499254	AOKX	499325
AOKX	499166	AOKX	499209	AOKX	499255	AOKX	499326
AOKX	499167	AOKX	499210	AOKX	499256	AOKX	499327
AOKX	499168	AOKX	499212	AOKX	499257	AOKX	499331
AOKX	499170	AOKX	499216	AOKX	499259	AOKX	499341
AOKX	499172	AOKX	499218	AOKX	499260	AOKX	499354
AOKX	499173	AOKX	499219	AOKX	499262	AOKX	499376
AOKX	499174	AOKX	499220	AOKX	499263	AOKX	499383
AOKX	499175	AOKX	499223	AOKX	499266	AOKX	499385

TOTAL CARS 100

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: 10/28/2014

Edward M Luria  
Edward M. Luria