

RECORDATION NO 27139-H FILED  
December 02, 2013 02:35 PM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

December 2, 2013

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 November 27, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (Schedule No. 6) previously filed with the Board under Recordation Number 27139-D.

The names and addresses of the parties to the enclosed document are:

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

Transferor: Greenbrier Leasing Company, LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Chief  
Section of Administration  
December 2, 2013  
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A description of the railroad equipment covered by the enclosed document is:

50 boxcars within the series AOK 119000 – AOK 119099 as set forth in 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 'E. 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 November 27, 2013, 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 Bridge Capital Leasing, Inc., a Delaware corporation, with an address at 215 Schilling Circle, Suite 100, Hunt Valley, MD 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 November 27, 2013 relating to the sale by Transferor to Transferee of fifty (50) boxcars 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. 6 dated as of July 1, 2009 to the Lease Agreement dated as of May 16, 2000, as amended by an Amendment No. 1 to Lease Schedule No. 6 effective April 30, 2012, by and between Transferor and Ferrocarril Mexicano, S.A. de C.V., 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. 6 was filed with the Surface Transportation Board on October 13, 2009 at 4:05 pm, and assigned recordation number 27139-D; and

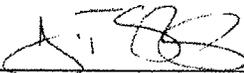
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers,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

BRIDGE CAPITAL LEASING, INC.

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.

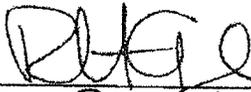
*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing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

BRIDGE CAPITAL LEASING, INC.

By:  \_\_\_\_\_  
Name: Robert Gardner  
Title:

**EXHIBIT A**

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
Ferrocarril Mexicano, S.A. de C.V. (Schedule 6)	Fifty (50) used 60-foot, Plate G boxcars	Listed below

Car Mark	Car Number	Car Mark	Car Number
AOK	119000	AOK	119052
AOK	119001	AOK	119055
AOK	119002	AOK	119057
AOK	119003	AOK	119058
AOK	119004	AOK	119059
AOK	119005	AOK	119060
AOK	119008	AOK	119061
AOK	119009	AOK	119064
AOK	119010	AOK	119065
AOK	119011	AOK	119068
AOK	119012	AOK	119073
AOK	119013	AOK	119076
AOK	119015	AOK	119078
AOK	119016	AOK	119084
AOK	119017	AOK	119085
AOK	119018	AOK	119086
AOK	119024	AOK	119087
AOK	119027	AOK	119088
AOK	119034	AOK	119089
AOK	119035	AOK	119092
AOK	119038	AOK	119094
AOK	119042	AOK	119095
AOK	119045	AOK	119097
AOK	119049	AOK	119098
AOK	119051	AOK	119099

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: 12/2/13

Edward M. Luria  
Edward M. Luria