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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 documents previously filed with the Board under Recordation Numbers 30538 and 30538-A.

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:

141 gondola railcars within the series BNBX 1017 – BNBX 1415, BNBX 40115– BNBX 40589 and BNBX 503487 – BNBX 503589 as set forth in the attachment to the document.

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,

A handwritten signature in blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

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 Sandy Creek Energy Associates, L.P., Lower Colorado River Authority, and Brazos Sandy Creek Electric Cooperative, Inc. pursuant to that certain Schedule No. 2 dated as of August 17, 2012, and effective as of May 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 as of November 2, 2011, and effective as of June 1, 2011 (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. 2 with the U.S. Surface Transportation Board on December 6, 2012, at 1:03 p.m., under recordation number 30538, and an Amendment No. 1 to Memorandum of Lease was filed with respect to Schedule No. 2 on August 26, 2015, at 3:05 p.m., under recordation number 30538-A.

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.

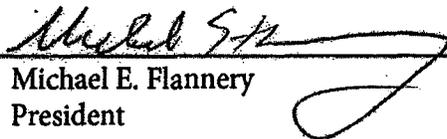
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both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

One hundred forty-one (141) 4,480 to 4,520 cubic foot capacity, 286,000 lbs. GRL, aluminum body, rotary dump coal gondola railcars marked and numbered as indicated on the Railcar List attached hereto:

**RAILCAR LIST**

<b>Mark</b>	<b>Number</b>								
BNBX	1017	BNBX	40150	BNBX	40268	BNBX	40397	BNBX	40515
BNBX	1030	BNBX	40153	BNBX	40273	BNBX	40402	BNBX	40519
BNBX	1041	BNBX	40156	BNBX	40276	BNBX	40405	BNBX	40525
BNBX	1048	BNBX	40157	BNBX	40295	BNBX	40407	BNBX	40528
BNBX	1057	BNBX	40164	BNBX	40306	BNBX	40415	BNBX	40533
BNBX	1067	BNBX	40165	BNBX	40307	BNBX	40418	BNBX	40534
BNBX	1072	BNBX	40181	BNBX	40311	BNBX	40421	BNBX	40541
BNBX	1094	BNBX	40182	BNBX	40317	BNBX	40428	BNBX	40548
BNBX	1095	BNBX	40183	BNBX	40321	BNBX	40440	BNBX	40549
BNBX	1118	BNBX	40187	BNBX	40323	BNBX	40445	BNBX	40550
BNBX	1190	BNBX	40188	BNBX	40324	BNBX	40446	BNBX	40553
BNBX	1216	BNBX	40190	BNBX	40331	BNBX	40449	BNBX	40559
BNBX	1220	BNBX	40191	BNBX	40338	BNBX	40454	BNBX	40564
BNBX	1259	BNBX	40192	BNBX	40339	BNBX	40460	BNBX	40565
BNBX	1282	BNBX	40193	BNBX	40341	BNBX	40466	BNBX	40568
BNBX	1290	BNBX	40201	BNBX	40348	BNBX	40467	BNBX	40576
BNBX	1303	BNBX	40205	BNBX	40352	BNBX	40468	BNBX	40579
BNBX	1334	BNBX	40208	BNBX	40353	BNBX	40471	BNBX	40588
BNBX	1338	BNBX	40219	BNBX	40355	BNBX	40472	BNBX	40589
BNBX	1357	BNBX	40223	BNBX	40357	BNBX	40483	BNBX	503487
BNBX	1409	BNBX	40224	BNBX	40361	BNBX	40484	BNBX	503497
BNBX	1415	BNBX	40234	BNBX	40366	BNBX	40490	BNBX	503500
BNBX	40115	BNBX	40239	BNBX	40368	BNBX	40491	BNBX	503508
BNBX	40122	BNBX	40245	BNBX	40369	BNBX	40502	BNBX	503511
BNBX	40126	BNBX	40246	BNBX	40381	BNBX	40509	BNBX	503539
BNBX	40127	BNBX	40255	BNBX	40386	BNBX	40510		
BNBX	40146	BNBX	40259	BNBX	40388	BNBX	40511		
BNBX	40147	BNBX	40260	BNBX	40393	BNBX	40513		
BNBX	40149	BNBX	40262	BNBX	40395	BNBX	40514		

**Total Cars: 141**

**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