

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

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

December 30, 2015

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 December 30, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease and related document previously filed with the Board under Recordation Number 22965-E.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Assignee:	Stonebriar Commercial Finance LLC 5800 Granite Parkway, Suite 860 Plano, Texas 75024
[Lessee:	Phoenix Cement Company 8800 East Chaparral Road Scottsdale, AZ 85250]

Section Chief  
December 30, 2015  
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A description of the railroad equipment covered by the enclosed document is:

26 covered hopper railcars within the series BNBX 95072 to BNBX 95716 as set forth in the attachment to the document.

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 December 30, 2015 (the “**Memorandum**”), is between **GREENBRIER LEASING COMPANY LLC**, an Oregon limited liability company (“**Transferor**”), and **STONEBRIAR COMMERCIAL FINANCE 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**”) pursuant to that certain Master Railcar Lease made as of June 8, 2000, and Schedule 07 thereto dated as of May 30, 2001, (as amended, assigned, modified, extended, supplemented, restated and/or replaced from time to time, the “**Lease**”) to Phoenix Cement Company, a division of Salt River Pima-Maricopa Indian Community.

B. A memorandum of the Lease was filed with respect to Schedule No. 07 with the U.S. Surface Transportation Board on July 23, 2001, under recordation number 22965-E.

C. Transferor and Transferee are parties to that certain Assignment Agreement dated December 30, 2015, pursuant to which Transferor has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after December 30, 2015, 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.

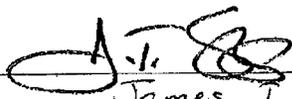
*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its respective authorized officers and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.*

**STONEBRIAR COMMERCIAL FINANCE 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

**EXHIBIT A**  
**RAILCARS**

Twenty-six (26) 3,250 c.f. pressure differential covered hopper railcars, marked and numbered as indicated below:

<b>Mark</b>	<b>Number</b>
BNBX	95072
BNBX	95080
BNBX	95084
BNBX	95397
BNBX	95432
BNBX	95448
BNBX	95449
BNBX	95450
BNBX	95469
BNBX	95475
BNBX	95476
BNBX	95485
BNBX	95486
BNBX	95487
BNBX	95488
BNBX	95489
BNBX	95490
BNBX	95491
BNBX	95492
BNBX	95493
BNBX	95494
BNBX	95495
BNBX	95497
BNBX	95498
BNBX	95500
BNBX	95716

Total cars: 26

**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: December 30, 2015

*Edward M. Luria*

\_\_\_\_\_  
Edward M. Luria