

RECORDATION NO. 31406-A FILED
October 28, 2014 02:45 PM
SURFACE TRANSPORTATION BOARD

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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 Schedule No. 18 to Lease Agreement previously filed with the Board under Recordation Number 31406.

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

Section Chief
October 28, 2014
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A description of the railroad equipment covered by the enclosed document is:

100 railcars within the series AOKX 499399 – AOKX 499572 as more particularly set forth on the attachment to the document.

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) new covered hopper 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. 18 executed the 9th day of June, 2014 and effective as of May 1, 2014, (the “**Schedule**”), to the Lease Agreement dated May 9, 2011, effective October 1, 2010, and amended effective July 31, 2013, by and between Transferor as Lessor and EOG Resources, Inc. 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. 18 was filed with the Surface Transportation Board on September 29, 2014 under STB Recordation Number 31406; and

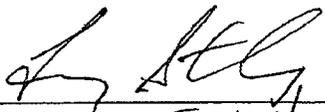
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers,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

EXHIBIT A

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
EOG Resources, Inc. Schedule No.18 executed the 9th day of June, 2014, and effective May 1, 2014, to the Lease Agreement dated May 9, 2011, effective October 1, 2010, and amended effective July 31, 2013.	One hundred (100) 3,250 cubic foot capacity 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	499399	AOKX	499479	AOKX	499505	AOKX	499547
AOKX	499409	AOKX	499480	AOKX	499506	AOKX	499548
AOKX	499410	AOKX	499481	AOKX	499507	AOKX	499549
AOKX	499411	AOKX	499482	AOKX	499508	AOKX	499550
AOKX	499412	AOKX	499483	AOKX	499509	AOKX	499551
AOKX	499413	AOKX	499484	AOKX	499510	AOKX	499552
AOKX	499414	AOKX	499485	AOKX	499511	AOKX	499553
AOKX	499415	AOKX	499486	AOKX	499512	AOKX	499554
AOKX	499416	AOKX	499487	AOKX	499513	AOKX	499555
AOKX	499417	AOKX	499488	AOKX	499514	AOKX	499556
AOKX	499418	AOKX	499489	AOKX	499520	AOKX	499557
AOKX	499419	AOKX	499490	AOKX	499533	AOKX	499558
AOKX	499420	AOKX	499491	AOKX	499534	AOKX	499559
AOKX	499421	AOKX	499492	AOKX	499535	AOKX	499560
AOKX	499423	AOKX	499493	AOKX	499536	AOKX	499561
AOKX	499424	AOKX	499494	AOKX	499537	AOKX	499562
AOKX	499425	AOKX	499495	AOKX	499538	AOKX	499563
AOKX	499426	AOKX	499496	AOKX	499539	AOKX	499564
AOKX	499427	AOKX	499498	AOKX	499540	AOKX	499565
AOKX	499428	AOKX	499499	AOKX	499541	AOKX	499567
AOKX	499429	AOKX	499500	AOKX	499542	AOKX	499568
AOKX	499430	AOKX	499501	AOKX	499543	AOKX	499569
AOKX	499431	AOKX	499502	AOKX	499544	AOKX	499570
AOKX	499432	AOKX	499503	AOKX	499545	AOKX	499571
AOKX	499478	AOKX	499504	AOKX	499546	AOKX	499572

100 TOTAL

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