RECORDATION NO. 26814-E
FILED DECEMBER 30, 2015 3:20 PM
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 Full Service Railcar Lease previously filed with the Board under Recordation Number 26814.

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: CalPortland Company (successor to Riverside Cement Company
11115 Casa Grande Highway
Rillito, AZ 85654]

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

19 covered hopper railcars: GBRX 65000 - GBRX 65019 (excluding GBRX 65014).

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

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# 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 Full Service Railcar Lease dated as of February 16, 2007, and Schedule No. 1 thereto dated as of February 16, 2007 (as amended, assigned, modified, extended, supplemented, restated and/or replaced from time to time, the "**Lease**") to CalPortland Company (as assignee of Riverside Cement Company).

B. A memorandum of the Lease was filed with respect to Schedule No. 1 with the U.S. Surface Transportation Board on February 21, 2007, under recordation number 26814.

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: Jeffrey L. Wilkison
Title: SVP & Chief Credit Officer

*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: _____

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**

Nineteen (19) 3,250 c.f. pressure differential covered hopper railcars marked and numbered GBRX 65000 through GBRX 65019, inclusive but excluding GBRX 65014.

**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