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

October 21, 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 and Assumption of Lease, dated as of August 30, 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 previously filed with the Board under Recordation Number 23328.

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  
October 21, 2013  
Page 2

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

150 fully enclosed bi-level autoracks: BNSF 24195 - BNSF 24347 (excluding BNSF 24291, 24325 and 24328) mounted on flatcars within the series TTGX 988004 – TTGX 997340 as 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 \$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,



Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE**

THIS MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE dated as of August 30, 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 August 30, 2013 relating to the sale by Transferor to Transferee of one hundred fifty (150) autoracks identified in Exhibit A hereto (the “**Racks**”), and the assignment by Transferor and assumption by Transferee of Transferor’s right, title and interest in, and obligations under that certain Rider No. 1 dated as of September 5, 2000 (the “**Rider**”) to the Lease Agreement dated as of September 5, 2000, by and between Transferor, formerly known as Greenbrier Leasing Corporation, and BNSF Railway Company, formerly known as The Burlington Northern and Santa Fe Railway Company as Lessee (the “**Lease Agreement**”), as it relates to the Racks, with respect to periods on and after the date hereof (the “**Assigned Interests**”);

WHEREAS, pursuant to the Purchase Agreement and a Partial Assignment and Assumption and Assumption Agreement of even date therewith (the “**Assignment Agreement**”), Assignee has acquired the Assigned Interests;

WHEREAS, the Racks are currently subject to the Rider and the Lease Agreement;

WHEREAS, a Memorandum of Lease Agreement was filed with the Surface Transportation Board on January 12, 2001, and assigned recordation number 23328; and

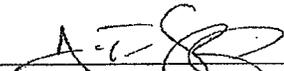
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Racks and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, 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 Racks to Transferee and the assignment to Transferee of Transferor’s right, title and interest in, and obligations under, the Rider and the Lease Agreement as each relates to the Racks.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of 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: 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 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: Robert Gardner  
Title: Vice President

**EXHIBIT A**

<b>LESSEE / LEASE</b>	<b>RACK DESCRIPTION</b>	<b>REPORTING MARKS &amp; NUMBERS</b>
BNSF Railway Company Rider No. 1	One hundred fifty (150) fully enclosed bi-level autoracks, of three hundred (300) originally subject to the Rider.  The autoracks are mounted on TTX flatcars.	BNSF 24195 – BNSF 24347, excluding BNSF 24291, 24325, and 24328.  See attached Schedule A for full list of racks and flatcars.

SCHEDULE A

RACK / CAR LIST

Rack Mark	Rack Number	Car Mark*	Car Number*
BNSF	24195	TTGX	988004
BNSF	24196	TTGX	988735
BNSF	24197	TTGX	988769
BNSF	24198	TTGX	988770
BNSF	24199	TTGX	988676
BNSF	24200	TTGX	988773
BNSF	24201	TTGX	988756
BNSF	24202	TTGX	988774
BNSF	24203	TTGX	988765
BNSF	24204	TTGX	988760
BNSF	24205	TTGX	988761
BNSF	24206	TTGX	988764
BNSF	24207	TTGX	988413
BNSF	24208	TTGX	988433
BNSF	24209	TTGX	988434
BNSF	24210	TTGX	988320
BNSF	24211	TTGX	988431
BNSF	24212	TTGX	988421
BNSF	24213	TTGX	997320
BNSF	24214	TTGX	997319
BNSF	24215	TTGX	988767

Rack Mark	Rack Number	Car Mark*	Car Number*
BNSF	24216	TTGX	988768
BNSF	24217	TTGX	988766
BNSF	24218	TTGX	988771
BNSF	24219	TTGX	997325
BNSF	24220	TTGX	997329
BNSF	24221	TTGX	997328
BNSF	24222	TTGX	997327
BNSF	24223	TTGX	997333
BNSF	24224	TTGX	997135
BNSF	24225	TTGX	997340
BNSF	24226	TTGX	997339
BNSF	24227	TTGX	997324
BNSF	24228	TTGX	997321
BNSF	24229	TTGX	997332
BNSF	24230	TTGX	997322
BNSF	24231	TTGX	997285
BNSF	24232	TTGX	997286
BNSF	24233	TTGX	997323
BNSF	24234	TTGX	997334
BNSF	24235	TTGX	997318
BNSF	24236	TTGX	997309

Rack Mark	Rack Number	Car Mark*	Car Number*
BNSF	24237	TTGX	997335
BNSF	24238	TTGX	997338
BNSF	24239	TTGX	997306
BNSF	24240	TTGX	997311
BNSF	24241	TTGX	997330
BNSF	24242	TTGX	997326
BNSF	24243	TTGX	997260
BNSF	24244	TTGX	997317
BNSF	24245	TTGX	988678
BNSF	24246	TTGX	988677
BNSF	24247	TTGX	988721
BNSF	24248	TTGX	997143
BNSF	24249	TTGX	997240
BNSF	24250	TTGX	997239
BNSF	24251	TTGX	997238
BNSF	24252	TTGX	997237
BNSF	24253	TTGX	997236
BNSF	24254	TTGX	997233
BNSF	24255	TTGX	997284
BNSF	24256	TTGX	997293
BNSF	24257	TTGX	997292

\* The Racks are mounted on flatcars owned by TTX Company.  
SCHEDULE A

Rack Mark	Rack Number	Car Mark*	Car Number*
BNSF	24258	TTGX	997288
BNSF	24259	TTGX	997283
BNSF	24260	TTGX	997294
BNSF	24261	TTGX	988496
BNSF	24262	TTGX	988640
BNSF	24263	TTGX	988643
BNSF	24264	TTGX	988644
BNSF	24265	TTGX	988645
BNSF	24266	TTGX	997287
BNSF	24267	TTGX	988642
BNSF	24268	TTGX	997142
BNSF	24269	TTGX	997148
BNSF	24270	TTGX	997147
BNSF	24271	TTGX	997146
BNSF	24272	TTGX	997145
BNSF	24273	TTGX	997144
BNSF	24274	TTGX	997136
BNSF	24275	TTGX	988698
BNSF	24276	TTGX	988718
BNSF	24277	TTGX	988716
BNSF	24278	TTGX	988715

Rack Mark	Rack Number	Car Mark*	Car Number*
BNSF	24279	TTGX	988711
BNSF	24280	TTGX	997247
BNSF	24281	TTGX	997246
BNSF	24282	TTGX	997331
BNSF	24283	TTGX	988647
BNSF	24284	TTGX	988650
BNSF	24285	TTGX	997313
BNSF	24286	TTGX	997337
BNSF	24287	TTGX	988632
BNSF	24288	TTGX	988631
BNSF	24289	TTGX	988694
BNSF	24290	TTGX	988693
BNSF	24292	TTGX	988707
BNSF	24293	TTGX	988704
BNSF	24294	TTGX	988706
BNSF	24295	TTGX	988703
BNSF	24296	TTGX	988702
BNSF	24297	TTGX	988705
BNSF	24298	TTGX	988700
BNSF	24299	TTGX	988713
BNSF	24300	TTGX	988710

Rack Mark	Rack Number	Car Mark*	Car Number*
BNSF	24301	TTGX	988712
BNSF	24302	TTGX	988717
BNSF	24303	TTGX	988772
BNSF	24304	TTGX	988740
BNSF	24305	TTGX	988737
BNSF	24306	TTGX	988747
BNSF	24307	TTGX	988634
BNSF	24308	TTGX	988633
BNSF	24309	TTGX	988641
BNSF	24310	TTGX	988636
BNSF	24311	TTGX	988675
BNSF	24312	TTGX	988755
BNSF	24313	TTGX	988757
BNSF	24314	TTGX	988749
BNSF	24315	TTGX	997308
BNSF	24316	TTGX	997307
BNSF	24317	TTGX	997310
BNSF	24318	TTGX	997316
BNSF	24319	TTGX	997315
BNSF	24320	TTGX	997314
BNSF	24321	TTGX	988708

\* The Racks are mounted on flatcars owned by TTX Company.  
SCHEDULE A

Rack Mark	Rack Number	Car Mark*	Car Number*
BNSF	24322	TTGX	988725
BNSF	24323	TTGX	988723
BNSF	24324	TTGX	988724
BNSF	24326	TTGX	988680
BNSF	24327	TTGX	988722
BNSF	24329	TTGX	988719
BNSF	24330	TTGX	988696
BNSF	24331	TTGX	988726
BNSF	24332	TTGX	988701
BNSF	24333	TTGX	988699
BNSF	24334	TTGX	988690
BNSF	24335	TTGX	988689
BNSF	24336	TTGX	988695
BNSF	24337	TTGX	988637
BNSF	24338	TTGX	988697
BNSF	24339	TTGX	988639
BNSF	24340	TTGX	988638
BNSF	24341	TTGX	997336
BNSF	24342	TTGX	997248
BNSF	24343	TTGX	988752
BNSF	24344	TTGX	988753

Rack Mark	Rack Number	Car Mark*	Car Number*
BNSF	24345	TTGX	997227
BNSF	24346	TTGX	997225
BNSF	24347	TTGX	997231

Total  
Racks: 150

\* The Racks are mounted on flatcars owned by TTX Company.  
SCHEDULE A

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: 10/21/13

Edward M Luria  
Edward M. Luria