

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 Full Service Railcar Lease previously filed with the Board under Recordation Number 31675.

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:	Entergy Arkansas, Inc. Parkwood II Building, Suite 300 10055 Grogans Mill Road The Woodlands, TX 77380]

Section Chief
December 30, 2015
Page 2

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

145 railcars within the series BNBX 120110 – BNBX 120373 as set forth in Exhibit A.6 attached 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 Maser Full Service Railcar Lease dated as of September 1, 2014, and Schedule No. 01 thereto dated as of September 26, 2015 (as amended, assigned, modified, extended, supplemented, restated and/or replaced from time to time, the "**Lease**") to Entergy Arkansas, Inc.

B. A memorandum of the Lease was filed with respect to Schedule No. 01 with the U.S. Surface Transportation Board on April 15, 2015, under recordation number 31675.

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.

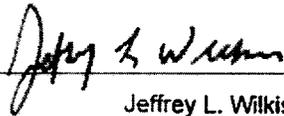
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both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

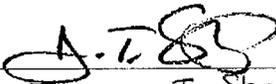
By:  _____
Name: James T. Sharp
Title: President

EXHIBIT A
RAILCARS

One hundred forty-five (145) 4,520 CF Aluminum body BethGon II Coal Porter railcars,
286,000 lbs GRL, marked and numbered as indicated below:

Mark	Number								
BNBX	120110	BNBX	120168	BNBX	120211	BNBX	120261	BNBX	120327
BNBX	120112	BNBX	120170	BNBX	120212	BNBX	120262	BNBX	120332
BNBX	120114	BNBX	120171	BNBX	120213	BNBX	120263	BNBX	120333
BNBX	120116	BNBX	120172	BNBX	120214	BNBX	120267	BNBX	120334
BNBX	120119	BNBX	120174	BNBX	120215	BNBX	120279	BNBX	120335
BNBX	120120	BNBX	120176	BNBX	120216	BNBX	120280	BNBX	120336
BNBX	120122	BNBX	120177	BNBX	120217	BNBX	120283	BNBX	120337
BNBX	120123	BNBX	120178	BNBX	120224	BNBX	120287	BNBX	120338
BNBX	120124	BNBX	120180	BNBX	120227	BNBX	120288	BNBX	120339
BNBX	120125	BNBX	120182	BNBX	120229	BNBX	120289	BNBX	120342
BNBX	120129	BNBX	120184	BNBX	120230	BNBX	120290	BNBX	120343
BNBX	120130	BNBX	120187	BNBX	120231	BNBX	120292	BNBX	120348
BNBX	120132	BNBX	120188	BNBX	120232	BNBX	120294	BNBX	120350
BNBX	120135	BNBX	120190	BNBX	120233	BNBX	120295	BNBX	120351
BNBX	120136	BNBX	120191	BNBX	120234	BNBX	120298	BNBX	120352
BNBX	120137	BNBX	120192	BNBX	120236	BNBX	120299	BNBX	120353
BNBX	120139	BNBX	120193	BNBX	120238	BNBX	120300	BNBX	120354
BNBX	120140	BNBX	120194	BNBX	120239	BNBX	120301	BNBX	120355
BNBX	120142	BNBX	120195	BNBX	120242	BNBX	120302	BNBX	120357
BNBX	120143	BNBX	120196	BNBX	120243	BNBX	120303	BNBX	120358
BNBX	120145	BNBX	120197	BNBX	120244	BNBX	120306	BNBX	120359
BNBX	120149	BNBX	120198	BNBX	120245	BNBX	120308	BNBX	120361
BNBX	120151	BNBX	120199	BNBX	120247	BNBX	120309	BNBX	120364
BNBX	120152	BNBX	120201	BNBX	120248	BNBX	120311	BNBX	120365
BNBX	120153	BNBX	120202	BNBX	120250	BNBX	120312	BNBX	120366
BNBX	120157	BNBX	120205	BNBX	120251	BNBX	120313	BNBX	120367
BNBX	120159	BNBX	120206	BNBX	120255	BNBX	120315	BNBX	120370
BNBX	120160	BNBX	120208	BNBX	120259	BNBX	120317	BNBX	120371
BNBX	120167	BNBX	120210	BNBX	120260	BNBX	120321	BNBX	120373

Total cars: 145

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