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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
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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 Assignment and Assumption of Lease, dated as of August 29, 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 Schedule No. 9 which was previously filed with the Board under Recordation Number 30909.

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

122 autoracks within the series T12376 - T12521, mounted on flatcars owned by TTX Company within the series CTTX 690000 – CTTX 690145 as set forth in the attachment to the document.

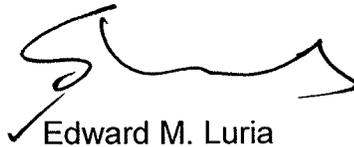
A short summary of the document to appear in the index is:

Memorandum of 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 ASSIGNMENT AND ASSUMPTION OF LEASE**

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE dated as of August 29, 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 29, 2013 relating to the sale by Transferor to Transferee of one hundred twenty-two (122) 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 Schedule No. 9 dated as of August 28, 2013 and effective as of March 15, 2013 to the Lease Agreement dated as of January 1, 2008, by and between Transferor and CSX Transportation, Inc. 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 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 Schedule and the Lease Agreement;

WHEREAS, a Memorandum of Schedule No. 9 was filed with the Surface Transportation Board on August 29, 2013, and assigned recordation number 30909; 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 Schedule 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.

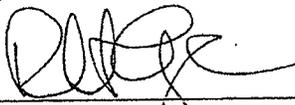
*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing 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>
CSX Transportation, Inc. Schedule 9	One hundred twenty-two (122) newly built Multi-Max™ auto-racks configurable for bi-level or tri-level service	T12376 – T12521, not inclusive.  NOTE: The Racks are mounted on flatcars CTTX 690000-690145, not inclusive.  See the Rack / Car list below for detail.

**SCHEDULE A**

**RACK / CAR LIST**

Rack Mark and Number	Car Mark*	Car Number*	Rack Mark and Number	Car Mark*	Car Number*	Rack Mark and Number	Car Mark*	Car Number*
T12376	CTTX	690000	T12418	CTTX	690042	T12462	CTTX	690086
T12377	CTTX	690001	T12419	CTTX	690043	T12463	CTTX	690087
T12378	CTTX	690002	T12420	CTTX	690044	T12464	CTTX	690088
T12379	CTTX	690003	T12421	CTTX	690045	T12465	CTTX	690089
T12380	CTTX	690004	T12422	CTTX	690046	T12466	CTTX	690090
T12381	CTTX	690005	T12423	CTTX	690047	T12467	CTTX	690091
T12382	CTTX	690006	T12424	CTTX	690048	T12468	CTTX	690092
T12384	CTTX	690008	T12425	CTTX	690049	T12470	CTTX	690094
T12385	CTTX	690009	T12427	CTTX	690051	T12471	CTTX	690095
T12386	CTTX	690010	T12428	CTTX	690052	T12472	CTTX	690096
T12387	CTTX	690011	T12429	CTTX	690053	T12473	CTTX	690097
T12388	CTTX	690012	T12430	CTTX	690054	T12474	CTTX	690098
T12389	CTTX	690013	T12431	CTTX	690055	T12475	CTTX	690099
T12390	CTTX	690014	T12432	CTTX	690056	T12476	CTTX	690100
T12391	CTTX	690015	T12433	CTTX	690057	T12477	CTTX	690101
T12392	CTTX	690016	T12434	CTTX	690058	T12478	CTTX	690102
T12393	CTTX	690017	T12435	CTTX	690059	T12480	CTTX	690104
T12394	CTTX	690018	T12436	CTTX	690060	T12482	CTTX	690106
T12395	CTTX	690019	T12437	CTTX	690061	T12483	CTTX	690107
T12396	CTTX	690020	T12438	CTTX	690062	T12484	CTTX	690108
T12397	CTTX	690021	T12439	CTTX	690063	T12485	CTTX	690109
T12398	CTTX	690022	T12440	CTTX	690064	T12486	CTTX	690110

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

T12399	CTTX	690023
T12400	CTTX	690024
T12401	CTTX	690025
T12402	CTTX	690026
T12403	CTTX	690027
T12404	CTTX	690028
T12405	CTTX	690029
T12406	CTTX	690030
T12407	CTTX	690031
T12408	CTTX	690032
T12409	CTTX	690033
T12410	CTTX	690034
T12411	CTTX	690035
T12412	CTTX	690036
T12413	CTTX	690037
T12414	CTTX	690038
T12415	CTTX	690039
T12416	CTTX	690040
T12417	CTTX	690041

T12441	CTTX	690065
T12442	CTTX	690066
T12443	CTTX	690067
T12444	CTTX	690068
T12445	CTTX	690069
T12446	CTTX	690070
T12447	CTTX	690071
T12448	CTTX	690072
T12449	CTTX	690073
T12450	CTTX	690074
T12451	CTTX	690075
T12452	CTTX	690076
T12453	CTTX	690077
T12454	CTTX	690078
T12455	CTTX	690079
T12457	CTTX	690081
T12458	CTTX	690082
T12460	CTTX	690084
T12461	CTTX	690085

T12487	CTTX	690111
T12488	CTTX	690112
T12489	CTTX	690113
T12492	CTTX	690116
T12493	CTTX	690117
T12494	CTTX	690118
T12495	CTTX	690119
T12497	CTTX	690121
T12498	CTTX	690122
T12500	CTTX	690124
T12501	CTTX	690125
T12509	CTTX	690133
T12510	CTTX	690134
T12515	CTTX	690139
T12517	CTTX	690141
T12518	CTTX	690142
T12519	CTTX	690143
T12521	CTTX	690145
<b>122 Racks Total</b>		

\* 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