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

August 28, 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 Partial Assignment, dated as of August 27, 2015, 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. T3 to Lease Agreement previously filed with the Board under Recordation Number 31699.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Company LLC  
One Centerpointe Drive Suite 200  
Lake Oswego, OR 97035

Assignee: EverBank Commercial Finance, Inc.  
10 Waterview Boulevard  
Parsippany, NJ 07054

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

150 tank railcars: GBRX 702070 – GBRX 702094, inclusive, and GBRX 702220 – GBRX 702344, inclusive.

Section Chief  
August 28, 2015  
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A short summary of the document to appear in the index is:

Memorandum of Partial 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,

A handwritten signature in blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF PARTIAL ASSIGNMENT**

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of August 27, 2015 (the "**Memorandum**"), is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("**Transferor**"), and EVERBANK COMMERCIAL FINANCE, INC., a Delaware corporation ("**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 Lease Agreement executed on May 9, 2011, and effective as of October 1, 2010, and amended on July 31, 2013 (the "**Lease Agreement**"), and that certain Schedule No. T3 thereto (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Lease**") to EOG Resources, Inc.

B. A Memorandum of Lease was filed with respect to Schedule No. T3 with the U.S. Surface Transportation Board on May 4, 2015, under recordation number 31699.

C. Transferor and Transferee are parties to that certain Partial Assignment Agreement dated as of August 27, 2015, pursuant to which Transferor has assigned certain of its right, title and interest under the Lease, as it pertains to periods on and after August 27, 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 Board of Directors 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.*

EVERBANK COMMERCIAL FINANCE, INC.

By: \_\_\_\_\_

Name: Jeffrey Hilzinger

Title: President

*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 Board of Directors 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.*

EVERBANK COMMERCIAL FINANCE, INC.

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: Larry D. Stanley

Title: Sr. Vice President

**EXHIBIT A**

**RAILCARS**

One hundred fifty (150) new, 29,500 gallon capacity, non-coiled, non-lined, DOT 111A100W1 tank railcars, 286,000 lbs. GRL, marked and numbered GBRX 702070 through GBRX 702094, inclusive, and GBRX 702220 through GBRX 702344, inclusive.

**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: August 28, 2015

*Edward M. Luria*

\_\_\_\_\_  
Edward M. Luria