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

December 31, 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 of Lease, dated as of September 26, 2013, 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. 11 to Lease Agreement previously filed with the Board under Recordation Number 30926.

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
December 31, 2013
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A description of the railroad equipment covered by the enclosed document is:

200 covered hopper railcars within the series AOKX 495270 – AOKX 495917 as set forth in the attachment to the document.

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

Memorandum of Partial Assignment 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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

rs Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

THIS MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE dated as of September 26, 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 September 26, 2013 relating to the sale by Transferor to Transferee of two hundred (200) railcars identified in Exhibit A hereto (the “**Cars**”), and the assignment by Transferor and assumption by Transferee of Transferor’s right, title and interest in, and obligations under that certain Schedule No. 11 dated as of August 1, 2013 to the Lease Agreement dated as of May 9, 2011, and effective as of October 1, 2010, as amended by Amendment No. 1 to Lease Agreement effective as of July 31, 2013, by and between Transferor and EOG Resources, Inc. as Lessee (the “**Lease Agreement**”), as it relates to the Cars, with respect to periods on and after the date hereof with the exception of certain retained obligations and retained rents identified in the Purchase Agreement (the “**Assigned Interests**”);

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

WHEREAS, the Cars are currently subject to the Schedule and the Lease Agreement;

WHEREAS, a Memorandum of Schedule No. 11 was filed with the Surface Transportation Board on September 20, 2013, and assigned recordation number 30926; 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 Cars 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 Cars 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 Cars.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment 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: JAMES T. 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 Partial Assignment 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: VP

EXHIBIT A

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
EOG Resources, Inc. (Schedule 11)	Two hundred (200) 3,250 c.f. capacity covered hopper railcars	(A) 142 cars from the series AOKX 495270-495469 (B) 53 cars from the series AOKX 495571-495687 (C) 5 cars from the series AOKX 495902-495917 Please see detailed car list below this table.

Mark	Number	Mark	Number	Mark	Number
AOKX	495270	AOKX	495324	AOKX	495390
AOKX	495271	AOKX	495325	AOKX	495391
AOKX	495272	AOKX	495326	AOKX	495392
AOKX	495273	AOKX	495329	AOKX	495393
AOKX	495275	AOKX	495330	AOKX	495394
AOKX	495276	AOKX	495335	AOKX	495395
AOKX	495277	AOKX	495337	AOKX	495396
AOKX	495278	AOKX	495340	AOKX	495397
AOKX	495283	AOKX	495350	AOKX	495398
AOKX	495284	AOKX	495352	AOKX	495399
AOKX	495285	AOKX	495358	AOKX	495400
AOKX	495287	AOKX	495363	AOKX	495401
AOKX	495288	AOKX	495364	AOKX	495402
AOKX	495289	AOKX	495367	AOKX	495405
AOKX	495290	AOKX	495368	AOKX	495406
AOKX	495291	AOKX	495370	AOKX	495407
AOKX	495292	AOKX	495371	AOKX	495408
AOKX	495294	AOKX	495372	AOKX	495409
AOKX	495295	AOKX	495373	AOKX	495410
AOKX	495298	AOKX	495374	AOKX	495411
AOKX	495301	AOKX	495375	AOKX	495412
AOKX	495305	AOKX	495376	AOKX	495413
AOKX	495307	AOKX	495377	AOKX	495414
AOKX	495308	AOKX	495378	AOKX	495415
AOKX	495309	AOKX	495379	AOKX	495416
AOKX	495310	AOKX	495380	AOKX	495417
AOKX	495312	AOKX	495381	AOKX	495418
AOKX	495315	AOKX	495382	AOKX	495419
AOKX	495316	AOKX	495383	AOKX	495420
AOKX	495317	AOKX	495384	AOKX	495421
AOKX	495318	AOKX	495385	AOKX	495422

Mark	Number	Mark	Number	Mark	Number
AOKX	495319	AOKX	495386	AOKX	495423
AOKX	495320	AOKX	495387	AOKX	495424
AOKX	495321	AOKX	495388	AOKX	495425
AOKX	495323	AOKX	495389	AOKX	495426
AOKX	495427	AOKX	495466	AOKX	495656
AOKX	495428	AOKX	495469	AOKX	495657
AOKX	495429	AOKX	495571	AOKX	495658
AOKX	495430	AOKX	495572	AOKX	495659
AOKX	495431	AOKX	495583	AOKX	495660
AOKX	495432	AOKX	495590	AOKX	495661
AOKX	495433	AOKX	495593	AOKX	495662
AOKX	495434	AOKX	495600	AOKX	495663
AOKX	495435	AOKX	495612	AOKX	495664
AOKX	495436	AOKX	495613	AOKX	495665
AOKX	495437	AOKX	495627	AOKX	495666
AOKX	495438	AOKX	495629	AOKX	495667
AOKX	495439	AOKX	495631	AOKX	495668
AOKX	495440	AOKX	495633	AOKX	495669
AOKX	495441	AOKX	495635	AOKX	495673
AOKX	495443	AOKX	495636	AOKX	495674
AOKX	495444	AOKX	495637	AOKX	495676
AOKX	495445	AOKX	495638	AOKX	495680
AOKX	495446	AOKX	495639	AOKX	495683
AOKX	495447	AOKX	495640	AOKX	495687
AOKX	495448	AOKX	495641	AOKX	495902
AOKX	495449	AOKX	495642	AOKX	495912
AOKX	495450	AOKX	495643	AOKX	495915
AOKX	495451	AOKX	495644	AOKX	495916
AOKX	495452	AOKX	495645	AOKX	495917
AOKX	495453	AOKX	495646		
AOKX	495454	AOKX	495647	Total	200 Cars
AOKX	495455	AOKX	495648		
AOKX	495456	AOKX	495649		
AOKX	495458	AOKX	495650		
AOKX	495461	AOKX	495651		
AOKX	495462	AOKX	495652		
AOKX	495463	AOKX	495653		
AOKX	495464	AOKX	495654		
AOKX	495465	AOKX	495655		

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: 12/31/13

Edward M Luria
Edward M. Luria