

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

May 30, 2104

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 Agreement, dated as of May 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 23966-Q, 23966-S and 23966-U.

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

Assignor: Wilmington Trust Company, not in its individual
capacity but solely as Owner Trustee
1100 North Market Street
Wilmington, DE 19890

Assignee: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Chief, Section of Administration

May 30, 2014

Page 2

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

50 flatcars: AOK 29450 – AOK 29499.

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

Memorandum of Assignment and Assumption Agreement.

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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

WILMINGTON TRUST COMPANY, AS OWNER TRUSTEE
("Assignor")

AND

GREENBRIER LEASING COMPANY LLC
("Assignee")

MAY 30, 2014

Memorandum of Assignment and Assumption Agreement made and entered into as of May 30, 2014, by and between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee under that certain Trust Agreement (2004 UP-BC Rail) dated as of December 29, 2004, between it and HSH Nordbank AG, New York Branch, the New York State licensed branch of HSH Nordbank AG, as owner participant ("Assignor"), and Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignee").

WITNESSETH:

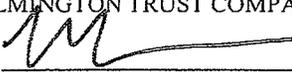
1. Assignor (as ultimate assignee of Greenbrier Leasing Corporation), as lessor, leased to Canadian National Railway Company (as assignee of BC Rail Partnership), as lessee, fifty (50) 73-foot, 110-ton, 286,000 lb. GRL, riserless deck center partition flatcars, marked and numbered as indicated in the Rail Equipment List attached hereto as Exhibit A (the "Cars"), pursuant to that certain Lease Agreement made as of March 1, 2002 (the "Lease Agreement"), and the Second Amended and Restated Schedule No. 6 thereto made as of June 1, 2004, as amended from time to time ("Schedule No. 6", and together with the Lease Agreement as it relates to Schedule No. 6 collectively, the "Lease").
2. A Second Amended and Restated Memorandum of Lease was filed with the Surface Transportation Board ("STB") with respect to the Lease under recordation number 23966-Q on December 16, 2004 at 3:59 p.m.
3. Memoranda of Assignment were filed with the STB with respect to the Lease under recordation numbers 23966-S filed on December 16, 2004 at 4:20 p.m., and 23966-U on December 29, 2004 at 3:38 p.m.
4. Assignor has agreed to sell and assign to Assignee and Assignee has agreed to purchase and assume from Assignor certain interests under the Lease, and the Cars, and this Memorandum of Assignment is being filed with the STB to reflect such purchase, assignment and assumption.
5. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor with due authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true and correct.

WILMINGTON TRUST COMPANY, as Owner Trustee

By: 

Title: Assistant Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

By: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor with due authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true and correct.

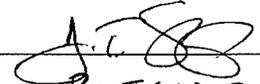
WILMINGTON TRUST COMPANY, as Owner Trustee

By: _____

Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

By:  _____

Title: PRESIDENT

EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
AOK	29450	AOK	29475
AOK	29451	AOK	29476
AOK	29452	AOK	29477
AOK	29453	AOK	29478
AOK	29454	AOK	29479
AOK	29455	AOK	29480
AOK	29456	AOK	29481
AOK	29457	AOK	29482
AOK	29458	AOK	29483
AOK	29459	AOK	29484
AOK	29460	AOK	29485
AOK	29461	AOK	29486
AOK	29462	AOK	29487
AOK	29463	AOK	29488
AOK	29464	AOK	29489
AOK	29465	AOK	29490
AOK	29466	AOK	29491
AOK	29467	AOK	29492
AOK	29468	AOK	29493
AOK	29469	AOK	29494
AOK	29470	AOK	29495
AOK	29471	AOK	29496
AOK	29472	AOK	29497
AOK	29473	AOK	29498
AOK	29474	AOK	29499

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: 5/30/14

Edward M Luria
Edward M. Luria