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

November 25, 2014

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 and Assumption of Lease, dated as of November 25, 2014, 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. 20 to Lease Agreement previously filed with the Board under Recordation Number 31447.

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

Transferor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Transferee:	Bridge Capital Leasing, Inc. 215 Schilling Circle, Suite 100 Hunt Valley, MD 21031
[Lessee:	EOG Resources, Inc. 1111 Bagby, Sky Lobby 2 Houston, TX 77002]

Section Chief  
November 25, 2014  
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A description of the equipment covered by the enclosed document is:

100 railcars within the series AOKX 480035 – AOKX 499624 as more particularly set forth on the attachment to the document.

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

Memorandum of Partial Assignment and Assumption of Lease.

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,

  
for

Edward M. Luria

EML/cem  
Enclosures

**MEMORANDUM OF**  
**PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE**

THIS MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE dated as of November 25, 2014, is made by Greenbrier Leasing Company LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035 (“**Transferor**”), and Bridge Capital Leasing, Inc., a Delaware corporation, with an address at 215 Schilling Circle, Suite 100, Hunt Valley, Maryland 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 October 28, 2014, relating to the sale by Transferor to Transferee of one hundred (100) new covered hopper 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. 20 executed on the 13<sup>th</sup> day of October, 2014, and effective September 7, 2014 (the “**Schedule**”), to the Lease Agreement dated May 9, 2011, effective October 1, 2010, and amended effective July 31, 2013, by and between Transferor as Lessor and EOG Resources, Inc. as Lessee (the “**Lease Agreement**”), as it relates to the Cars, with respect to periods on and after the Closing Date (as defined in the Purchase Agreement) with the exception of the Retained Obligations and Retained Rent (as defined in the Purchase Agreement) (the “**Assigned Interests**”);

WHEREAS, pursuant to the Purchase Agreement and a Partial Assignment and Assumption Agreement dated as of November 25, 2014 (the “**Assignment Agreement**”), Assignee has acquired the Assigned Interests as of the Closing Date;

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

WHEREAS, a Memorandum of Schedule No. 20 was filed with the Surface Transportation Board on October 28, 2014 under STB Recordation Number 31447; and

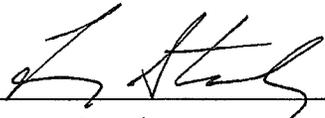
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, 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, with respect to periods on and after the Closing Date with the exception of the Retained Obligations and Retained Rent.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial 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: Larry Stanley  
Title: Senior Vice 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 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: M. POWERS  
Title: SVP

**EXHIBIT A**

<b>LESSEE / LEASE</b>	<b>CAR DESCRIPTION</b>	<b>REPORTING MARKS &amp; NUMBERS</b>
EOG Resources, Inc.  Schedule No. 20 executed on the 13 <sup>th</sup> day of October, 2014, and effective September 7, 2014, to the Lease Agreement dated May 9, 2011, effective October 1, 2010, and amended effective July 31, 2013.	One hundred (100) 3,250 cubic foot capacity covered hopper railcars, 286,000 lbs. GRL	As listed on the Rail Equipment List of this Exhibit A.

## RAIL EQUIPMENT LIST

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	480035	AOKX	480284	AOKX	480356	AOKX	499600
AOKX	480038	AOKX	480285	AOKX	480357	AOKX	499601
AOKX	480039	AOKX	480286	AOKX	480358	AOKX	499602
AOKX	480040	AOKX	480287	AOKX	480359	AOKX	499603
AOKX	480042	AOKX	480288	AOKX	480360	AOKX	499604
AOKX	480043	AOKX	480289	AOKX	480361	AOKX	499605
AOKX	480044	AOKX	480290	AOKX	499573	AOKX	499606
AOKX	480045	AOKX	480291	AOKX	499574	AOKX	499607
AOKX	480046	AOKX	480292	AOKX	499575	AOKX	499608
AOKX	480047	AOKX	480293	AOKX	499576	AOKX	499609
AOKX	480048	AOKX	480294	AOKX	499577	AOKX	499610
AOKX	480049	AOKX	480295	AOKX	499578	AOKX	499611
AOKX	480050	AOKX	480296	AOKX	499579	AOKX	499612
AOKX	480269	AOKX	480307	AOKX	499580	AOKX	499613
AOKX	480271	AOKX	480308	AOKX	499581	AOKX	499614
AOKX	480272	AOKX	480339	AOKX	499582	AOKX	499615
AOKX	480273	AOKX	480340	AOKX	499591	AOKX	499616
AOKX	480274	AOKX	480342	AOKX	499592	AOKX	499617
AOKX	480277	AOKX	480343	AOKX	499593	AOKX	499618
AOKX	480278	AOKX	480344	AOKX	499594	AOKX	499619
AOKX	480279	AOKX	480345	AOKX	499595	AOKX	499620
AOKX	480280	AOKX	480346	AOKX	499596	AOKX	499621
AOKX	480281	AOKX	480347	AOKX	499597	AOKX	499622
AOKX	480282	AOKX	480351	AOKX	499598	AOKX	499623
AOKX	480283	AOKX	480352	AOKX	499599	AOKX	499624

100 Cars Total

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: 11/25/14

Edward M Luria  
Edward M. Luria