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

October 28, 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 October 28, 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. 9 to Full Service Master Lease Agreement previously filed with the Board under Recordation Number 31408.

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

Section Chief  
October 28, 2014  
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A description of the railroad equipment covered by the enclosed document is:

100 railcars: AOKX 494982, AOKX 496911 and within the series AOKX 497006 – AOKX 497983, AOKX 498107 – AOKX 498997, and AOKX 499006 – AOKX 499315 as more particularly set forth in 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 October 28, 2014, 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 October 24, 2014 relating to the sale by Transferor to Transferee of one hundred (100) 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 #9 dated December 23, 2013 (the “**Schedule**”), to the Full Service Master Lease Agreement made effective June 16, 2004, by and between Transferor (as assignee of Midwest Railcar Corporation) as Lessor and US Silica Company 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 of even date therewith (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 #9 and a Memorandum of Assignment of Railcar Leases applicable to the Schedule were filed with the Surface Transportation Board on September 29, 2014 under STB Recordation Numbers 31408 and 31408-A respectively; and

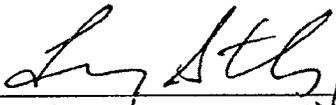
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, 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: SVP FINANCE

*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.

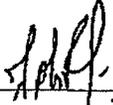
*I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing 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: Joseph P. Scio  
Title:  \_\_\_\_\_

**EXHIBIT A**

<b>LESSEE / LEASE</b>	<b>CAR DESCRIPTION</b>	<b>REPORTING MARKS &amp; NUMBERS</b>
<p>US Silica Company</p> <p>Schedule #9 dated December 23, 2013, to the Full Service Master Lease Agreement made effective June 16, 2004 (Transferor is assignee of original lessor, Midwest Railcar Corporation</p>	<p>One hundred (100) 3,250 cubic foot capacity covered hopper railcars, 286,000 lbs. GRL</p>	<p>As listed on the Rail Equipment List of this Exhibit A.</p>

### RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	494982	AOKX	498516	AOKX	498914	AOKX	498997
AOKX	496911	AOKX	498520	AOKX	498915	AOKX	499006
AOKX	497006	AOKX	498524	AOKX	498916	AOKX	499010
AOKX	497102	AOKX	498695	AOKX	498917	AOKX	499011
AOKX	497340	AOKX	498754	AOKX	498918	AOKX	499012
AOKX	497787	AOKX	498755	AOKX	498919	AOKX	499017
AOKX	497937	AOKX	498757	AOKX	498922	AOKX	499018
AOKX	497980	AOKX	498759	AOKX	498934	AOKX	499020
AOKX	497983	AOKX	498767	AOKX	498938	AOKX	499024
AOKX	498107	AOKX	498769	AOKX	498947	AOKX	499027
AOKX	498374	AOKX	498770	AOKX	498948	AOKX	499029
AOKX	498492	AOKX	498771	AOKX	498951	AOKX	499031
AOKX	498493	AOKX	498780	AOKX	498952	AOKX	499033
AOKX	498494	AOKX	498791	AOKX	498953	AOKX	499038
AOKX	498495	AOKX	498812	AOKX	498956	AOKX	499041
AOKX	498496	AOKX	498820	AOKX	498957	AOKX	499046
AOKX	498497	AOKX	498823	AOKX	498961	AOKX	499077
AOKX	498500	AOKX	498824	AOKX	498962	AOKX	499083
AOKX	498501	AOKX	498825	AOKX	498965	AOKX	499092
AOKX	498502	AOKX	498843	AOKX	498969	AOKX	499093
AOKX	498503	AOKX	498844	AOKX	498975	AOKX	499096
AOKX	498504	AOKX	498848	AOKX	498979	AOKX	499211
AOKX	498511	AOKX	498849	AOKX	498980	AOKX	499301
AOKX	498514	AOKX	498886	AOKX	498988	AOKX	499314
AOKX	498515	AOKX	498890	AOKX	498991	AOKX	499315

TOTAL CARS 100

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: 10/28/2014

Edward M Luria  
Edward M. Luria