

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

PHONE: (202) 393-2266

FAX: 1-855-600-2836

E-MAIL: [alvord@alvordlaw.com](mailto:alvord@alvordlaw.com)

WEBSITE: [www.alvordlaw.com](http://www.alvordlaw.com)

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

December 30, 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 Assignment, dated December 30, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Memorandum of Schedule No. 2 previously filed with the Board under Recordation Number 31678-C.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Assignee:	Stonebriar Commercial Finance LLC 5800 Granite Parkway, Suite 860 Plano, Texas 75024
[Lessee:	Georgia Power Company 241 Ralph McGill Blvd NE Atlanta GA 30308-3374]

Section Chief  
December 30, 2015  
Page 2

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

96 coal hopper railcars within the series GBRX 26125 – GBRX 26249 as set forth in in the attachment to the document.

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

Memorandum of 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,



Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF ASSIGNMENT**

THIS MEMORANDUM OF ASSIGNMENT dated as of December 30, 2015 (the "**Memorandum**"), is between **GREENBRIER LEASING COMPANY LLC**, an Oregon limited liability company ("**Transferor**"), and **STONEBRIAR COMMERCIAL FINANCE LLC**, a Delaware limited liability company ("**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 Master Full Service Railcar Lease dated and effective as of July 1, 2011, and Schedule No. 2 thereto dated as of August 1, 2014 (as amended, assigned, modified, extended, supplemented, restated and/or replaced from time to time, the "**Lease**") to Georgia Power Company.

B. A memorandum of the Lease was filed with respect to Schedule No. 2 with the U.S. Surface Transportation Board on April 14, 2015, under recordation number 31678. An amendment to the memorandum of the Lease was filed with respect to Schedule No. 2 with the U.S. Surface Transportation Board on December 11, 2015, under Recordation No. 31678-C

C. Transferor and Transferee are parties to that certain Assignment Agreement dated December 30, 2015, pursuant to which Transferor has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after December 30, 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 respective authorized officers 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.*

**STONEBRIAR COMMERCIAL FINANCE LLC**

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: James T. Sharp  
Title: President

**EXHIBIT A**  
**RAILCARS**

Ninety-six (96) 4,200 cubic foot capacity aluminum rotary-dump coal hoppers, 286,000 lbs GRL with nine (9) outlets and rotary couplers, marked and numbered as indicated below:

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
GBRX	26125	GBRX	26155	GBRX	26193	GBRX	26220
GBRX	26126	GBRX	26157	GBRX	26194	GBRX	26221
GBRX	26127	GBRX	26158	GBRX	26195	GBRX	26222
GBRX	26128	GBRX	26159	GBRX	26198	GBRX	26223
GBRX	26129	GBRX	26160	GBRX	26199	GBRX	26225
GBRX	26130	GBRX	26163	GBRX	26200	GBRX	26226
GBRX	26131	GBRX	26165	GBRX	26201	GBRX	26227
GBRX	26132	GBRX	26167	GBRX	26202	GBRX	26228
GBRX	26133	GBRX	26168	GBRX	26203	GBRX	26229
GBRX	26134	GBRX	26169	GBRX	26204	GBRX	26231
GBRX	26135	GBRX	26171	GBRX	26205	GBRX	26235
GBRX	26138	GBRX	26174	GBRX	26206	GBRX	26237
GBRX	26139	GBRX	26175	GBRX	26207	GBRX	26238
GBRX	26140	GBRX	26177	GBRX	26208	GBRX	26239
GBRX	26141	GBRX	26178	GBRX	26209	GBRX	26241
GBRX	26142	GBRX	26179	GBRX	26210	GBRX	26242
GBRX	26143	GBRX	26182	GBRX	26211	GBRX	26243
GBRX	26144	GBRX	26183	GBRX	26212	GBRX	26246
GBRX	26145	GBRX	26184	GBRX	26213	GBRX	26247
GBRX	26147	GBRX	26185	GBRX	26214	GBRX	26248
GBRX	26148	GBRX	26187	GBRX	26215	GBRX	26249
GBRX	26149	GBRX	26189	GBRX	26216		
GBRX	26150	GBRX	26190	GBRX	26217	<b>Total</b>	<b>96 Cars</b>
GBRX	26152	GBRX	26191	GBRX	26218		
GBRX	26154	GBRX	26192	GBRX	26219		

**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: December 30, 2015

*Edward M. Luria*

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