

ALVORD AND ALVORD PLLC
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

WEBSITE: www.alvordlaw.com

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

February 29, 2016

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 as of February 29, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease with respect to Schedule No. 1 previously filed with the Board under Recordation Number 31592.

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: Riverside Rail I LLC
845 Larch Avenue
Elmhurst, IL 60126

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

99 covered hopper railcars within the series AOKX 65505 – AOKX 65709 as set forth in the attachment to the document.

Section Chief
February 29, 2016
Page 2

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 SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT dated as of February 29, 2016 (the “**Memorandum**”), is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (“**Transferor**”), and RIVERSIDE RAIL I 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**”) to Tate & Lyle Ingredients Americas LLC pursuant to that certain Schedule No. 1 dated as of September 10, 2013 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “**Schedule**”), to that certain Lease Agreement made as of September 10, 2013 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “**Master Lease**”, and the Schedule, together with the Master Lease as it pertains to the Schedule, the “**Lease**”).

B. A Memorandum of Lease was filed with respect to Schedule No. 1 with the U.S. Surface Transportation Board on February 2, 2015, at 12:15 p.m., under recordation number 31592.

C. Transferor and Transferee are parties to that certain Assignment Agreement dated February 29, 2016, pursuant to which Transferor has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after February 29, 2016, 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 Member 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.

RIVERSIDE RAIL I LLC

By: 
Name: Michael E. Flannery
Title: President

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: _____

[Memorandum of Assignment]

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 Member 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.

RIVERSIDE RAIL I 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

[Memorandum of Assignment]

EXHIBIT A

RAILCARS

Ninety-nine (99) 5,161 cubic foot capacity through sill covered hopper railcars, 286,000 lbs. GRL, each with one (1) trough loading hatch and three (3) gravity discharge outlets marked and numbered as indicated on the Railcar List attached hereto:

RAILCAR LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	65505	AOKX	65569	AOKX	65614	AOKX	65664
AOKX	65509	AOKX	65573	AOKX	65615	AOKX	65665
AOKX	65511	AOKX	65574	AOKX	65616	AOKX	65668
AOKX	65514	AOKX	65575	AOKX	65623	AOKX	65669
AOKX	65515	AOKX	65576	AOKX	65626	AOKX	65671
AOKX	65519	AOKX	65578	AOKX	65627	AOKX	65673
AOKX	65520	AOKX	65580	AOKX	65630	AOKX	65675
AOKX	65524	AOKX	65584	AOKX	65634	AOKX	65676
AOKX	65528	AOKX	65585	AOKX	65635	AOKX	65677
AOKX	65529	AOKX	65589	AOKX	65636	AOKX	65678
AOKX	65530	AOKX	65592	AOKX	65640	AOKX	65682
AOKX	65533	AOKX	65593	AOKX	65642	AOKX	65684
AOKX	65535	AOKX	65596	AOKX	65644	AOKX	65688
AOKX	65536	AOKX	65597	AOKX	65645	AOKX	65690
AOKX	65537	AOKX	65598	AOKX	65646	AOKX	65693
AOKX	65538	AOKX	65599	AOKX	65648	AOKX	65694
AOKX	65546	AOKX	65600	AOKX	65650	AOKX	65699
AOKX	65556	AOKX	65601	AOKX	65652	AOKX	65700
AOKX	65557	AOKX	65602	AOKX	65655	AOKX	65701
AOKX	65560	AOKX	65603	AOKX	65656	AOKX	65704
AOKX	65561	AOKX	65606	AOKX	65658	AOKX	65705
AOKX	65562	AOKX	65607	AOKX	65659	AOKX	65706
AOKX	65565	AOKX	65608	AOKX	65660	AOKX	65708
AOKX	65566	AOKX	65609	AOKX	65661	AOKX	65709
AOKX	65567	AOKX	65610	AOKX	65662	Total Cars: 99	

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: February 29, 2016

Edward M. Luria

Edward M. Luria