

RECORDATION NO. 31147-A FILED
May 23, 2014 3:45 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

May 23, 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 of Lease, dated as of May 23, 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. 14 to Lease Agreement previously filed with the Board under Recordation Number 31147.

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: Capital One Equipment Finance Corp.
275 Broad Hollow Road
Melville, NY 11747

Chief
Section of Administration
May 23, 2014
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A description of the railroad equipment covered by the enclosed document is:

150 covered hopper railcars within the series AOKX 496480 – AOKX 497604 as set forth on the attachment to the document.

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

Memorandum of Partial Assignment of Lease.

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

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

THIS MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE dated as of May 23, 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 Capital One Equipment Finance Corp., a New York corporation, with an address at 275 Broad Hollow Road, Melville, NY 11747 (“**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 May 22, 2014 relating to the sale by Transferor to Transferee of one hundred fifty (150) 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. 14 executed March 6, 2014, and effective as of January 1, 2014, to the Lease Agreement dated as of May 9, 2011, and effective as of October 1, 2010, as amended by Amendment No. 1 to Lease Agreement effective as of July 31, 2013, by and between Transferor and EOG Resources, Inc. as Lessee (the “**Lease Agreement**”), as it relates to the Cars, with respect to periods on and after the date hereof with the exception of certain retained obligations and retained rents identified 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;

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

WHEREAS, a Memorandum of Schedule No. 14 was filed with the Surface Transportation Board on April 3, 2014, and assigned recordation number 31147; 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.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment 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: D. T. SHARP
Title: 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.

CAPITAL ONE EQUIPMENT FINANCE CORP.

By: _____
Name:
Title:

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment 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.

CAPITAL ONE EQUIPMENT FINANCE CORP.

By:  _____
Name: Michael Bowles
Title: SUP

EXHIBIT A

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
EOG Resources, Inc. (Schedule 14)	One hundred fifty (150) 3,250 c.f. capacity covered hopper railcars, 286,000 lbs. GRL, with three 30-inch circular loading hatches and two low profile discharge gates	150 cars from the series AOKX 496480 through AOKX 497604, not inclusive. See detailed car list below this table.

EOG Resources, Inc. – Lease Schedule No. 14 – 150 railcars

Mark	Number	Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	496480	AOKX	496510	AOKX	496540	AOKX	496570	AOKX	497575
AOKX	496481	AOKX	496511	AOKX	496541	AOKX	496571	AOKX	497576
AOKX	496482	AOKX	496512	AOKX	496542	AOKX	496572	AOKX	497577
AOKX	496483	AOKX	496513	AOKX	496543	AOKX	496573	AOKX	497578
AOKX	496484	AOKX	496514	AOKX	496544	AOKX	496574	AOKX	497579
AOKX	496485	AOKX	496515	AOKX	496545	AOKX	496575	AOKX	497580
AOKX	496486	AOKX	496516	AOKX	496546	AOKX	496576	AOKX	497581
AOKX	496487	AOKX	496517	AOKX	496547	AOKX	496577	AOKX	497582
AOKX	496488	AOKX	496518	AOKX	496548	AOKX	496578	AOKX	497583
AOKX	496489	AOKX	496519	AOKX	496549	AOKX	496579	AOKX	497584
AOKX	496490	AOKX	496520	AOKX	496550	AOKX	496580	AOKX	497585
AOKX	496491	AOKX	496521	AOKX	496551	AOKX	496581	AOKX	497586
AOKX	496492	AOKX	496522	AOKX	496552	AOKX	496582	AOKX	497587
AOKX	496493	AOKX	496523	AOKX	496553	AOKX	496583	AOKX	497588
AOKX	496494	AOKX	496524	AOKX	496554	AOKX	496584	AOKX	497589
AOKX	496495	AOKX	496525	AOKX	496555	AOKX	496585	AOKX	497590
AOKX	496496	AOKX	496526	AOKX	496556	AOKX	496586	AOKX	497591
AOKX	496497	AOKX	496527	AOKX	496557	AOKX	496587	AOKX	497592
AOKX	496498	AOKX	496528	AOKX	496558	AOKX	496588	AOKX	497593
AOKX	496499	AOKX	496529	AOKX	496559	AOKX	496589	AOKX	497594
AOKX	496500	AOKX	496530	AOKX	496560	AOKX	496590	AOKX	497595
AOKX	496501	AOKX	496531	AOKX	496561	AOKX	496591	AOKX	497596
AOKX	496502	AOKX	496532	AOKX	496562	AOKX	496592	AOKX	497597
AOKX	496503	AOKX	496533	AOKX	496563	AOKX	497568	AOKX	497598
AOKX	496504	AOKX	496534	AOKX	496564	AOKX	497569	AOKX	497599
AOKX	496505	AOKX	496535	AOKX	496565	AOKX	497570	AOKX	497600
AOKX	496506	AOKX	496536	AOKX	496566	AOKX	497571	AOKX	497601
AOKX	496507	AOKX	496537	AOKX	496567	AOKX	497572	AOKX	497602
AOKX	496508	AOKX	496538	AOKX	496568	AOKX	497573	AOKX	497603
AOKX	496509	AOKX	496539	AOKX	496569	AOKX	497574	AOKX	497604
								Total	150 Cars

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: 5/23/14

Edward M Luria
Edward M. Luria