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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 Schedule No. 1 previously filed with the Board under Recordation Number 29473.

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:

120 coal hopper railcars within the series GBRX 49001 – GBRX 49244 as set forth in the attachment to the document

Section Chief  
February 29, 2016  
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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

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**") Savatran LLC pursuant to that certain Schedule No. 1 dated as of April 20, 2010 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Schedule**"), to that certain Master Full Service Railcar Lease dated as of April 20, 2010 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Master Lease**", and the Schedule incorporating by reference the terms and conditions of the Master Lease, the "**Lease**").

B. A Memorandum of Lease was filed with respect to Schedule No. 1 with the U.S. Surface Transportation Board on September 17, 2010, at 12:00 p.m., under recordation number 29473.

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.

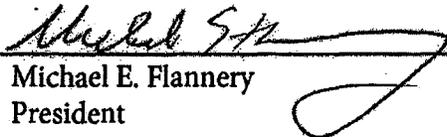
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both 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**

One hundred twenty (120) 4074 c.f. rotary aluminum discharge coal hopper railcars marked and numbered as indicated on the Railcar List attached hereto:

### RAILCAR LIST

Mark	Number								
GBRX	49001	GBRX	49053	GBRX	49093	GBRX	49149	GBRX	49202
GBRX	49005	GBRX	49055	GBRX	49094	GBRX	49151	GBRX	49203
GBRX	49008	GBRX	49056	GBRX	49096	GBRX	49152	GBRX	49205
GBRX	49009	GBRX	49059	GBRX	49098	GBRX	49161	GBRX	49206
GBRX	49011	GBRX	49061	GBRX	49103	GBRX	49162	GBRX	49207
GBRX	49012	GBRX	49063	GBRX	49104	GBRX	49164	GBRX	49212
GBRX	49017	GBRX	49064	GBRX	49105	GBRX	49166	GBRX	49214
GBRX	49019	GBRX	49065	GBRX	49106	GBRX	49170	GBRX	49215
GBRX	49021	GBRX	49066	GBRX	49109	GBRX	49171	GBRX	49216
GBRX	49024	GBRX	49067	GBRX	49112	GBRX	49172	GBRX	49218
GBRX	49025	GBRX	49068	GBRX	49114	GBRX	49173	GBRX	49219
GBRX	49027	GBRX	49072	GBRX	49115	GBRX	49175	GBRX	49220
GBRX	49028	GBRX	49073	GBRX	49121	GBRX	49177	GBRX	49226
GBRX	49029	GBRX	49074	GBRX	49122	GBRX	49183	GBRX	49227
GBRX	49030	GBRX	49077	GBRX	49123	GBRX	49185	GBRX	49232
GBRX	49032	GBRX	49079	GBRX	49125	GBRX	49187	GBRX	49233
GBRX	49033	GBRX	49080	GBRX	49126	GBRX	49189	GBRX	49236
GBRX	49034	GBRX	49081	GBRX	49127	GBRX	49190	GBRX	49237
GBRX	49036	GBRX	49083	GBRX	49129	GBRX	49192	GBRX	49242
GBRX	49037	GBRX	49084	GBRX	49136	GBRX	49193	GBRX	49244
GBRX	49038	GBRX	49087	GBRX	49137	GBRX	49194		
GBRX	49043	GBRX	49088	GBRX	49138	GBRX	49196		
GBRX	49049	GBRX	49089	GBRX	49142	GBRX	49197		
GBRX	49050	GBRX	49091	GBRX	49145	GBRX	49200		
GBRX	49051	GBRX	49092	GBRX	49146	GBRX	49201		

**Total Cars: 120**

**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