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September 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 as of September 29, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Full Service Railcar Lease previously filed with the Board under Recordation Number 31874.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Assignee:	FirstMerit Equipment Finance, Inc. 106 S. Main Street TOW 90/8th Floor Akron, OH 44333
[Lessee:	BNSF Railway Company 2650 Lou Menk Drive Fort Worth, TX 76131]

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

182 auto racks within the series BNSF 26944 – BNSF 27304 as more particularly set forth on 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 September 29, 2015, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (“Greenbrier”), and FIRSTMERIT EQUIPMENT FINANCE, INC., an Ohio corporation (“FMEF”).

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as lessor, has leased one hundred eighty-two (182) Multi-Max™ auto racks in bi-level configuration, with grating system on two (2) decks, including Zeftek chocks and door edge protection marked and numbered BNSF 26944 to BNSF 27304, not inclusive, as indicated on Exhibit A hereto (the “Cars”) pursuant to that certain Master Full Service Railcar Lease dated as of October 12, 2006, effective as of June 1, 2006, as amended effective December 2, 2008, and that certain Schedule No. 23 dated as of July 16, 2015 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “Lease”) to BNSF Railway Company.

B. A Memorandum of Lease was filed with respect to Schedule No. 23 with the U.S. Surface Transportation Board on August 21, 2015, under recordation number 31874.

C. Greenbrier and FMEF are parties to that certain Assignment Agreement dated as of September 29, 2015, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after September 29, 2015, and the Cars, to FMEF.

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, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the date indicated below.

FIRSTMERIT EQUIPMENT FINANCE, INC.

By: 

Name: R. Timothy Evans

Title: President

GREENBRIER LEASING COMPANY LLC

By: 

Name: Larry D. Stanley

Title: Sr. Vice President

EXHIBIT A

RACK REPORTING MARKS AND NUMBERS

Mark	Number	Mark	Number	Mark	Number	Mark	Number	Mark	Number
BNSF	26944	BNSF	27144	BNSF	27187	BNSF	27224	BNSF	27261
BNSF	26957	BNSF	27145	BNSF	27188	BNSF	27225	BNSF	27262
BNSF	26962	BNSF	27146	BNSF	27189	BNSF	27226	BNSF	27263
BNSF	26964	BNSF	27147	BNSF	27190	BNSF	27227	BNSF	27264
BNSF	26965	BNSF	27148	BNSF	27191	BNSF	27228	BNSF	27265
BNSF	26966	BNSF	27149	BNSF	27192	BNSF	27229	BNSF	27266
BNSF	26971	BNSF	27150	BNSF	27194	BNSF	27230	BNSF	27267
BNSF	26977	BNSF	27151	BNSF	27195	BNSF	27231	BNSF	27268
BNSF	26985	BNSF	27152	BNSF	27196	BNSF	27232	BNSF	27269
BNSF	26986	BNSF	27153	BNSF	27197	BNSF	27233	BNSF	27270
BNSF	26990	BNSF	27156	BNSF	27198	BNSF	27234	BNSF	27271
BNSF	26997	BNSF	27157	BNSF	27199	BNSF	27235	BNSF	27272
BNSF	27000	BNSF	27158	BNSF	27200	BNSF	27236	BNSF	27273
BNSF	27037	BNSF	27160	BNSF	27201	BNSF	27237	BNSF	27275
BNSF	27075	BNSF	27161	BNSF	27202	BNSF	27238	BNSF	27276
BNSF	27079	BNSF	27162	BNSF	27203	BNSF	27239	BNSF	27277
BNSF	27080	BNSF	27163	BNSF	27204	BNSF	27240	BNSF	27279
BNSF	27089	BNSF	27164	BNSF	27205	BNSF	27241	BNSF	27280
BNSF	27104	BNSF	27165	BNSF	27206	BNSF	27242	BNSF	27281
BNSF	27109	BNSF	27166	BNSF	27207	BNSF	27243	BNSF	27282
BNSF	27110	BNSF	27167	BNSF	27208	BNSF	27244	BNSF	27285
BNSF	27127	BNSF	27168	BNSF	27209	BNSF	27245	BNSF	27286
BNSF	27128	BNSF	27169	BNSF	27210	BNSF	27246	BNSF	27287
BNSF	27129	BNSF	27170	BNSF	27211	BNSF	27247	BNSF	27288
BNSF	27132	BNSF	27172	BNSF	27212	BNSF	27248	BNSF	27289
BNSF	27133	BNSF	27174	BNSF	27213	BNSF	27249	BNSF	27290
BNSF	27134	BNSF	27175	BNSF	27214	BNSF	27250	BNSF	27291
BNSF	27135	BNSF	27176	BNSF	27215	BNSF	27252	BNSF	27292
BNSF	27136	BNSF	27177	BNSF	27216	BNSF	27253	BNSF	27293
BNSF	27137	BNSF	27178	BNSF	27217	BNSF	27254	BNSF	27294
BNSF	27138	BNSF	27179	BNSF	27218	BNSF	27255	BNSF	27295
BNSF	27139	BNSF	27180	BNSF	27219	BNSF	27256	BNSF	27296
BNSF	27140	BNSF	27182	BNSF	27220	BNSF	27257	BNSF	27297
BNSF	27141	BNSF	27184	BNSF	27221	BNSF	27258	BNSF	27298
BNSF	27142	BNSF	27185	BNSF	27222	BNSF	27259	BNSF	27299
BNSF	27143	BNSF	27186	BNSF	27223	BNSF	27260	BNSF	27300
								BNSF	27301
						Total: 182 racks		BNSF	27304

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: September 30, 2015

Edward M. Luria

Edward M. Luria