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

October 21, 2013

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 August 30, 2013, 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 which was previously filed with the Board under Recordation Number 30908.

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

Transferee:	Bridge Capital Leasing, Inc. 215 Schilling Circle Hunt Valley, MD 21031
Transferor:	Greenbrier Leasing Company, LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035

Chief
Section of Administration
October 21, 2013
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A description of the railroad equipment covered by the enclosed document is:

100 covered hopper railcars within the series AOKX 494867 – AOKX 496049 as set forth in 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,



✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

THIS MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE dated as of August 30, 2013, 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 Bridge Capital Leasing, Inc., a Delaware corporation, with an address at 215 Schilling Circle, Suite 100, Hunt Valley, MD 21031 ("**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 August 30, 2013 relating to the sale by Transferor to Transferee of one hundred (100) 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. 1 dated as of June 15, 2013 to the Lease Agreement dated as of June 15, 2013, by and between Transferor and Unimin Corporation 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. 1 was filed with the Surface Transportation Board on August 28, 2013, and assigned recordation number 30908; and

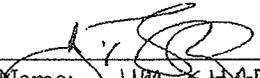
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, 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: JIM 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.

BRIDGE CAPITAL LEASING, INC.

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.

BRIDGE CAPITAL LEASING, INC.

By:  _____
Name: Robert Gardner
Title: Vice President

EXHIBIT A

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
Unimin Corporation Schedule 1	One hundred (100) [used] 3,250 cubic foot covered hopper railcars, 286,000 GRL	AOKX 494867 - 496049, not inclusive. See attached Schedule A for full list.

SCHEDULE A

CAR LIST

Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number
AOKX	494867	AOKX	495333	AOKX	495681	AOKX	495878	AOKX	495962
AOKX	494871	AOKX	495334	AOKX	495698	AOKX	495881	AOKX	495963
AOKX	494874	AOKX	495349	AOKX	495700	AOKX	495884	AOKX	495980
AOKX	494883	AOKX	495353	AOKX	495703	AOKX	495886	AOKX	495991
AOKX	494885	AOKX	495354	AOKX	495704	AOKX	495892	AOKX	495993
AOKX	494886	AOKX	495357	AOKX	495711	AOKX	495896	AOKX	495994
AOKX	494894	AOKX	495361	AOKX	495712	AOKX	495904	AOKX	495998
AOKX	494895	AOKX	495362	AOKX	495715	AOKX	495913	AOKX	496001
AOKX	494897	AOKX	495365	AOKX	495717	AOKX	495918	AOKX	496003
AOKX	494898	AOKX	495379	AOKX	495720	AOKX	495922	AOKX	496009
AOKX	494899	AOKX	495608	AOKX	495722	AOKX	495924	AOKX	496011
AOKX	494900	AOKX	495610	AOKX	495726	AOKX	495927	AOKX	496023
AOKX	494908	AOKX	495615	AOKX	495734	AOKX	495928	AOKX	496029
AOKX	494909	AOKX	495619	AOKX	495738	AOKX	495929	AOKX	496036
AOKX	494910	AOKX	495620	AOKX	495742	AOKX	495935	AOKX	496041
AOKX	494912	AOKX	495621	AOKX	495746	AOKX	495937	AOKX	496042
AOKX	495313	AOKX	495623	AOKX	495749	AOKX	495938	AOKX	496043
AOKX	495314	AOKX	495625	AOKX	495759	AOKX	495940	AOKX	496046
AOKX	495322	AOKX	495626	AOKX	495870	AOKX	495942	AOKX	496047
AOKX	495332	AOKX	495632	AOKX	495876	AOKX	495959	AOKX	496049
100 Railcars Total									

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: 10/21/13

Edward M Luria
Edward M. Luria