

RECORDATION NO 30987-A FILED
December 02, 2013 02:35 PM
SURFACE TRANSPORTATION BOARD

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December 2, 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 November 27, 2013, 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. 10 to Lease Agreement previously filed with the Board under Recordation Number 30987.

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
December 2, 2013
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A description of the railroad equipment covered by the enclosed document is:

28 autoracks within the series T12383 – T12525 (mounted on flatcars owned by TTX Company within the series CTTX 690007 – CTTX 690149) as set forth on the attachment to the documents..

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

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE dated as of November 27, 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 November 27, 2013 relating to the sale by Transferor to Transferee of twenty-eight (28) autoracks identified in Exhibit A hereto (the “**Racks**”), and the assignment by Transferor and assumption by Transferee of Transferor’s right, title and interest in, and obligations under that certain Schedule No. 10 dated as of November 26, 2013 to the Lease Agreement dated as of January 1, 2008, by and between Transferor and CSX Transportation, Inc. as Lessee (the “**Lease Agreement**”), as it relates to the Racks, with respect to periods on and after the date hereof (the “**Assigned Interests**”);

WHEREAS, pursuant to the Purchase Agreement and a Assignment and Assumption and Assumption Agreement of even date therewith (the “**Assignment Agreement**”), Assignee has acquired the Assigned Interests;

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

WHEREAS, a Memorandum of Schedule No. 10 was filed with the Surface Transportation Board on November 26, 2013, and assigned recordation number 30987; and

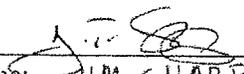
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Racks and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers,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

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment and Assumption 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 Assignment and Assumption 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:

EXHIBIT A

LESSEE / LEASE	RACK DESCRIPTION	REPORTING MARKS & NUMBERS
CSX Transportation, Inc. Schedule 10	Twenty-eight (28) newly built Multi- Max™ auto-racks configurable for bi-level or tri-level service	T12383 – T12525, not inclusive. NOTE: The Racks are mounted on flatcars CTTX 690007-690500, not inclusive. See the Rack / Car list below for detail.

SCHEDULE A

RACK / CAR LIST

Rack Mark and Number	Car Mark*	Car Number*
T12514	CTTX	690138
T12516	CTTX	690140
T12520	CTTX	690144
T12522	CTTX	690146
T12523	CTTX	690147
T12524	CTTX	690148
T12525	CTTX	690149
T12426	CTTX	690500
28 Racks Total		

Rack Mark and Number	Car Mark*	Car Number*
T12502	CTTX	690126
T12503	CTTX	690127
T12504	CTTX	690128
T12505	CTTX	690129
T12506	CTTX	690130
T12507	CTTX	690131
T12508	CTTX	690132
T12511	CTTX	690135
T12512	CTTX	690136
T12513	CTTX	690137

Rack Mark and Number	Car Mark*	Car Number*
T12383	CTTX	690007
T12456	CTTX	690080
T12459	CTTX	690083
T12469	CTTX	690093
T12479	CTTX	690103
T12481	CTTX	690105
T12490	CTTX	690114
T12491	CTTX	690115
T12496	CTTX	690120
T12499	CTTX	690123

* The Racks are mounted on flatcars owned by TTX Company.
SCHEDULE A

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: 12/2/13

Edward M Luria
Edward M. Luria