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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 29, 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. 4 to Lease Agreement which was previously filed with the Board under Recordation Number 27586-F.

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 railcars within the series AOK 110100 – AOK 110199 and AOK 116703 – AOK 167209 as set forth in the attachment to the document.

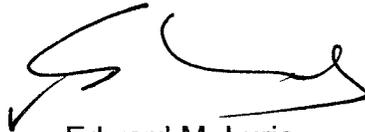
A short summary of the document to appear in the index is:

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,

A handwritten signature in black ink, appearing to read 'EML', 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 August 29, 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 29, 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. 4 dated as of June 1, 2009 as amended by Amendment to Lease Schedule dated as of September 30, 2012 to the Lease Agreement dated as of January 26, 2007, by and between Transferor and The Kansas City Southern Railway Company 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. 4 was filed with the Surface Transportation Board on October 13, 2009, and assigned recordation number 27586-F; 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: JHM 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
Kansas City Southern Railway Company (The) Schedule 4	One hundred (100) used 60-foot, high-cube boxcars with 10-foot plug doors, 286,000 GRL	<ul style="list-style-type: none">• 61 cars: AOK 110100 - 110199, not inclusive.• 39 cars: AOK 116703 - 167219, not inclusive. <p>See attached Schedule A for full list.</p>

SCHEDULE A

CAR LIST

Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number
AOK	110100	AOK	110136	AOK	110171	AOK	116703	AOK	116747
AOK	110101	AOK	110137	AOK	110172	AOK	116707	AOK	116749
AOK	110102	AOK	110139	AOK	110173	AOK	116710	AOK	167063
AOK	110103	AOK	110140	AOK	110175	AOK	116711	AOK	167098
AOK	110105	AOK	110141	AOK	110176	AOK	116713	AOK	167101
AOK	110108	AOK	110143	AOK	110177	AOK	116714	AOK	167108
AOK	110109	AOK	110144	AOK	110178	AOK	116717	AOK	167110
AOK	110110	AOK	110146	AOK	110181	AOK	116721	AOK	167133
AOK	110111	AOK	110147	AOK	110183	AOK	116723	AOK	167135
AOK	110113	AOK	110148	AOK	110184	AOK	116727	AOK	167137
AOK	110115	AOK	110149	AOK	110185	AOK	116729	AOK	167143
AOK	110117	AOK	110155	AOK	110186	AOK	116731	AOK	167162
AOK	110121	AOK	110160	AOK	110187	AOK	116732	AOK	167164
AOK	110123	AOK	110161	AOK	110189	AOK	116733	AOK	167171
AOK	110124	AOK	110163	AOK	110192	AOK	116735	AOK	167173
AOK	110125	AOK	110164	AOK	110193	AOK	116736	AOK	167183
AOK	110127	AOK	110166	AOK	110194	AOK	116737	AOK	167192
AOK	110132	AOK	110167	AOK	110195	AOK	116742	AOK	167194
AOK	110134	AOK	110168	AOK	110196	AOK	116743	AOK	167200
AOK	110135	AOK	110170	AOK	110199	AOK	116744	AOK	167219
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