

RECORDATION NO 30556-A  
FILED

December 21, 2012 02:00 PM

ALVORD AND SURFACE TRANSPORTATION BOARD  
ATTORNEYS AT LAW

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

December 21, 2012

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 December 21, 2012, 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. 5 to Lease Agreement previously filed with the Board under Recordation Number 30556.

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

Assignor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Assignee: All Points Capital Corp.  
275 Broad Hollow Road  
Hicksville, NY 11747

Chief, Section of Administration  
December 21, 2012  
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A description of the railroad equipment covered by the enclosed document is.

50 covered hopper railcars within the series AOKX 494803 - AOKX 496052 as more particularly 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 \$42.00 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 'Edward M. Luria', with a stylized flourish at the end.

Edward M Luria

EML/sem  
Enclosures

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MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE  
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE dated as of this 21 day of December, 2012, 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 ALL POINTS CAPITAL CORP., a New York corporation, with an address at 275 Broad Hollow Road, Melville, NY 11747 ("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 December 21, 2012 relating to the sale by Transferor to Transferee of fifty (50) covered hopper 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, Schedule No. 5 dated December 18, 2012 and effective as of October 1, 2012 (the "Schedule") to the Lease Agreement dated effective as of October 1, 2011, between Transferor, as Lessor, and CARBO Ceramics Inc., as Lessee (the "Lease Agreement"), as each 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 Lease Agreement with respect to the Lease Agreement and the Schedule was filed with the Surface Transportation Board on December 19, 2012 at 8:00 a.m., and assigned recordation number 30556, 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.

[SIGNATURE PAGE TO FOLLOW]

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: Larry Stanley  
Title: Senior Vice 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.*

ALL POINTS CAPITAL CORP.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Signature page to Memorandum of Partial Assignment of Lease]

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.*

ALL POINTS CAPITAL CORP.

By: David M. Gowan  
Name: David M. Gowan  
Title: VP

**EXHIBIT A**

Fifty (50) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as indicated below.

<b>MARK</b>	<b>NUMBER</b>	<b>MARK</b>	<b>NUMBER</b>
AOKX	494803	AOKX	495604
AOKX	494804	AOKX	495605
AOKX	494805	AOKX	495606
AOKX	494806	AOKX	495670
AOKX	494807	AOKX	495675
AOKX	494808	AOKX	495719
AOKX	494809	AOKX	495741
AOKX	494810	AOKX	495865
AOKX	494811	AOKX	495867
AOKX	494812	AOKX	495877
AOKX	494813	AOKX	495891
AOKX	494814	AOKX	495894
AOKX	495279	AOKX	495930
AOKX	495281	AOKX	495931
AOKX	495306	AOKX	495932
AOKX	495336	AOKX	495943
AOKX	495339	AOKX	495945
AOKX	495342	AOKX	495947
AOKX	495343	AOKX	495960
AOKX	495468	AOKX	495970
AOKX	495586	AOKX	495987
AOKX	495596	AOKX	495999
AOKX	495599	AOKX	496005
AOKX	495601	AOKX	496040
AOKX	495603	AOKX	496052

Total Cars: 50

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 12/21/12

Edward M. Luria  
Edward M. Luria