

RECORDATION NO. 30324-A
FILED August 17, 2012 02:45 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

August 17, 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 August 17, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 30324.

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

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

Transferee: All Points Capital Corp.
275 Broad Hollow Road
Melville, New York 11747

Chief, Section of Administration
August 17, 2012
Page 2

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

100 covered hopper railcars within the series AOKX 492447 - AOKX 495056 (formerly AOK 492447 - AOK 495056) as more particularly set forth in the equipment schedule attached 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 \$41.00 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/bhs
Enclosures

RECORDATION NO. 30324-A
FILED August 17, 2012 02:45 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

THIS MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE dated as of this 17th day of August, 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 August 17, 2012 relating to the sale by Transferor to Transferee of one hundred (100) 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. 1 dated July 17, 2012 and effective as of December 1, 2011 (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 August 3, 2012 at 4:37 p.m., and assigned recordation number 30324; 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.

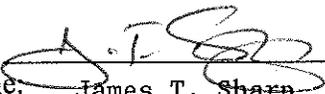
NOW, THEREFORE, for valuable consideration the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor’s sale of the Cars to Transferee and the assignment to Transferee of Transferor’s right, title and 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: James T. 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.

ALL POINTS CAPITAL CORP.

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.

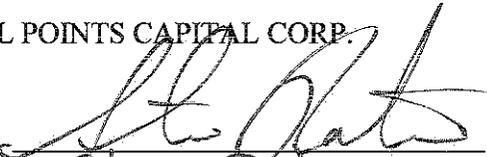
I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing 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.

ALL POINTS CAPITAL CORP.

By: 
Name: Steven Ratner
Title: Senior Vice President

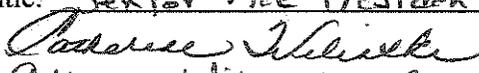

Catherine Wilinski, SUP

EXHIBIT A

One hundred (100) 3,250 cubic foot capacity covered hopper railcars, marked and numbered AOK 492447 through AOK 494396, not inclusive, as identified below, and being remarked at Lessor's expense with AOKX reporting marks with no change to the reporting numbers:

Prior Mark	Prior Number	New Mark	New Number
AOK	492447	AOKX	492447
AOK	492483	AOKX	492483
AOK	492496	AOKX	492496
AOK	492501	AOKX	492501
AOK	492535	AOKX	492535
AOK	492554	AOKX	492554
AOK	492587	AOKX	492587
AOK	492595	AOKX	492595
AOK	492652	AOKX	492652
AOK	492673	AOKX	492673
AOK	492701	AOKX	492701
AOK	492725	AOKX	492725
AOK	492726	AOKX	492726
AOK	492727	AOKX	492727
AOK	492737	AOKX	492737
AOK	492766	AOKX	492766
AOK	492769	AOKX	492769
AOK	492796	AOKX	492796
AOK	492804	AOKX	492804
AOK	492806	AOKX	492806
AOK	492824	AOKX	492824
AOK	492828	AOKX	492828
AOK	492831	AOKX	492831
AOK	492849	AOKX	492849
AOK	492855	AOKX	492855
AOK	492870	AOKX	492870
AOK	492875	AOKX	492875
AOK	492880	AOKX	492880
AOK	492881	AOKX	492881
AOK	492884	AOKX	492884
AOK	492892	AOKX	492892
AOK	492893	AOKX	492893
AOK	492907	AOKX	492907
AOK	492908	AOKX	492908
AOK	492909	AOKX	492909
AOK	492912	AOKX	492912
AOK	492913	AOKX	492913
AOK	492914	AOKX	492914
AOK	492929	AOKX	492929
AOK	492930	AOKX	492930

Prior Mark	Prior Number	New Mark	New Number
AOK	492934	AOKX	492934
AOK	492948	AOKX	492948
AOK	492955	AOKX	492955
AOK	492973	AOKX	492973
AOK	492974	AOKX	492974
AOK	492984	AOKX	492984
AOK	492988	AOKX	492988
AOK	492992	AOKX	492992
AOK	493022	AOKX	493022
AOK	493023	AOKX	493023
AOK	493024	AOKX	493024
AOK	493025	AOKX	493025
AOK	493028	AOKX	493028
AOK	493039	AOKX	493039
AOK	493040	AOKX	493040
AOK	493052	AOKX	493052
AOK	493056	AOKX	493056
AOK	493079	AOKX	493079
AOK	493093	AOKX	493093
AOK	493095	AOKX	493095
AOK	493103	AOKX	493103
AOK	493106	AOKX	493106
AOK	493107	AOKX	493107
AOK	493120	AOKX	493120
AOK	494151	AOKX	494151
AOK	494176	AOKX	494176
AOK	494184	AOKX	494184
AOK	494186	AOKX	494186
AOK	494188	AOKX	494188
AOK	494189	AOKX	494189
AOK	494190	AOKX	494190
AOK	494193	AOKX	494193
AOK	494195	AOKX	494195
AOK	494292	AOKX	494292
AOK	494301	AOKX	494301
AOK	494306	AOKX	494306
AOK	494308	AOKX	494308
AOK	494311	AOKX	494311
AOK	494313	AOKX	494313
AOK	494314	AOKX	494314
AOK	494320	AOKX	494320
AOK	494322	AOKX	494322
AOK	494334	AOKX	494334
AOK	494337	AOKX	494337
AOK	494338	AOKX	494338
AOK	494357	AOKX	494357

Prior Mark	Prior Number	New Mark	New Number
AOK	494360	AOKX	494360
AOK	494363	AOKX	494363
AOK	494373	AOKX	494373
AOK	494376	AOKX	494376
AOK	494380	AOKX	494380
AOK	494382	AOKX	494382
AOK	494385	AOKX	494385
AOK	494388	AOKX	494388
AOK	494390	AOKX	494390
AOK	494392	AOKX	494392
AOK	494396	AOKX	494396
AOK	495050	AOKX	495050
AOK	495051	AOKX	495051
AOK	495056	AOKX	495056
		Total	100 Cars

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: 8/17/12

Edward M Luria
Edward M. Luria