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RECORDATION NO. 32150-A FILED
November 30, 2016 02:30 PM
SURFACE TRANSPORTATION BOARD

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November 30, 2016

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 Lease and Collateral Assignment of Sublease, dated as of November 30, 2016, 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. 19 to Lease Agreement previously filed with the Board under Recordation Number 32150.

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

Lessor: City National Bank of Florida
25 West Flagler Street
Miami, FL 33130

Lessee: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

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

100 covered hopper railcars: AOKX 482714 –AOKX 483813, inclusive.

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

Memorandum of Lease and Collateral Assignment of Sublease.

Section Chief
November 30, 2016
Page 2

Also enclosed is a check in the amount of \$45.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looped "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE AND COLLATERAL ASSIGNMENT OF SUBLEASE

This **Memorandum of Lease and Collateral Assignment of Sublease**, dated as of November 30, 2016, is made by and between City National Bank of Florida (“**Lessor**”) and Greenbrier Leasing Company LLC, an Oregon limited liability company (“**Lessee**”).

Reference is made to (i) that certain Lease Agreement, as amended, dated as of May 31, 2016, by and between Lessor and Lessee, as supplemented by that certain Schedule No. 3, dated as of November 30, 2016 (the “**Lease**”), and (ii) that certain Lease Agreement dated as of April 1, 2014, between Lessee, as lessor, and D & I Silica, LLC, as lessee (herein, “**Sublessee**”), as supplemented by that certain Schedule No. 19, dated as of dated as of February 1, 2015 (the “**Sublease**”).

W I T N E S S E T H:

1. Pursuant to the Lease, Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred (100) 3,250 cf cement covered hopper railcars, 286,000 lbs. GRL with three 30” circular loading hatches and two low profile discharge gates, bearing marks and numbers AOKX 483714 through AOKX 483813, inclusive (the “**Cars**”).
2. Pursuant to the Sublease, Lessee leased the Cars to Sublessee. A memorandum of the Sublease was filed with the Surface Transportation Board on March 30, 2016, under Recordation Number 32150.
3. Pursuant to the Lease and subject to the terms thereof, Lessee has collaterally assigned to Lessor all of Lessee’s right, title and interest in the Sublease as security for Lessee’s performance under the Lease.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written to provide public notice of the Lease and the collateral assignment of the Sublease.

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

CITY NATIONAL BANK OF FLORIDA

By: *Nicholas G. Burke*

Name: Nicholas G. Burke

Title: EVP-

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

GREENBRIER LEASING COMPANY LLC

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written to provide public notice of the Lease and the collateral assignment of the Sublease.

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

CITY NATIONAL BANK OF FLORIDA

By: _____

Name: _____

Title: _____

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

GREENBRIER LEASING COMPANY LLC

By: 

Name: Larry D. Stanley

Title: Sr. Vice President

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: November 30, 2016



Claire E. Murphy