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RECORDATION NO. 32378-A
FILED NOVEMBER 1, 2016 8:00 AM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

October 31, 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 Assignment, dated as of October 31, 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. 2 to Lease Agreement previously filed under Recordation Number 32378.

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:	Stonebriar Commercial Finance LLC 5601 Grantine Parkway, Suite 1350 Plano, TX 75024
[Lessee	Plains Marketing, L.P. 333 Clay Street, Suite 1600 Houston, Texas 77002]

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

119 tank railcars: GBRX 702725 through GBRX 702849, inclusive, except GBRX 702759, GBRX 702775, GBRX 702776, GBRX 702777, GBRX 702779 and 702793.

Section Chief
October 31, 2016
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A short summary of the document to appear in the index is:

Memorandum of Assignment.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT dated as of October 31, 2016 (the “**Memorandum**”), is between **GREENBRIER LEASING COMPANY LLC**, an Oregon limited liability company (“**Transferor**”), and **STONEBRIAR COMMERCIAL FINANCE LLC**, a Delaware limited liability company (“**Transferee**”).

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Transferor, as lessor, has leased certain railroad cars more particularly described in Exhibit A attached hereto (the “**Cars**”) pursuant to that certain Lease Agreement dated as of March 1, 2015, and Schedule No. 2 thereto dated as of March 1, 2015 (as amended, assigned, modified, extended, supplemented, restated and/or replaced from time to time, the “**Lease**”) to Plains Marketing, L.P.

B. A memorandum of the Lease was filed with respect to Schedule No. 2 with the U.S. Surface Transportation Board on October 19, 2016, under recordation number 32378.

C. Transferor and Transferee are parties to that certain Assignment and Assumption Agreement dated October 31, 2016, pursuant to which Transferor has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after October 31, 2016, and the Cars, to Transferee.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its respective authorized officers 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.

STONEBRIAR COMMERCIAL FINANCE LLC

By: Jeffrey L. Wilkison

Name: Jeffrey L. Wilkison
SVP & Chief Credit Officer

Title: _____

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: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its respective authorized officers 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.

STONEBRIAR COMMERCIAL FINANCE LLC

By: _____

Name: _____

Title: _____

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: LS

Name: Larry D. Stanley

Title: Sr. Vice President

EXHIBIT A

RAILCARS

One hundred nineteen (119) 28,400 gallon nominal capacity, coiled, insulated, DOT117J100W1, 286,000 lbs GRI tank railcars, with thermal protection, high-flow PRV and 9/16 inch steel shell, marked and numbered as indicated below:

Mark	Number	Mark	Number	Mark	Number	Mark	Number	Mark	Number
GBRX	702725	GBRX	702750	GBRX	702780	GBRX	702806	GBRX	702831
GBRX	702726	GBRX	702751	GBRX	702781	GBRX	702807	GBRX	702832
GBRX	702727	GBRX	702752	GBRX	702782	GBRX	702808	GBRX	702833
GBRX	702728	GBRX	702753	GBRX	702783	GBRX	702809	GBRX	702834
GBRX	702729	GBRX	702754	GBRX	702784	GBRX	702810	GBRX	702835
GBRX	702730	GBRX	702755	GBRX	702785	GBRX	702811	GBRX	702836
GBRX	702731	GBRX	702756	GBRX	702786	GBRX	702812	GBRX	702837
GBRX	702732	GBRX	702757	GBRX	702787	GBRX	702813	GBRX	702838
GBRX	702733	GBRX	702758	GBRX	702788	GBRX	702814	GBRX	702839
GBRX	702734	GBRX	702760	GBRX	702789	GBRX	702815	GBRX	702840
GBRX	702735	GBRX	702761	GBRX	702790	GBRX	702816	GBRX	702841
GBRX	702736	GBRX	702762	GBRX	702791	GBRX	702817	GBRX	702842
GBRX	702737	GBRX	702763	GBRX	702792	GBRX	702818	GBRX	702843
GBRX	702738	GBRX	702764	GBRX	702794	GBRX	702819	GBRX	702844
GBRX	702739	GBRX	702765	GBRX	702795	GBRX	702820	GBRX	702845
GBRX	702740	GBRX	702766	GBRX	702796	GBRX	702821	GBRX	702846
GBRX	702741	GBRX	702767	GBRX	702797	GBRX	702822	GBRX	702847
GBRX	702742	GBRX	702768	GBRX	702798	GBRX	702823	GBRX	702848
GBRX	702743	GBRX	702769	GBRX	702799	GBRX	702824	GBRX	702849
GBRX	702744	GBRX	702770	GBRX	702800	GBRX	702825	Total Cars: 119	
GBRX	702745	GBRX	702771	GBRX	702801	GBRX	702826		
GBRX	702746	GBRX	702772	GBRX	702802	GBRX	702827		
GBRX	702747	GBRX	702773	GBRX	702803	GBRX	702828		
GBRX	702748	GBRX	702774	GBRX	702804	GBRX	702829		
GBRX	702749	GBRX	702778	GBRX	702805	GBRX	702830		

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:

October 31, 2016

Edward M. Luria

Edward M. Luria