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

February 29, 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 February 29, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease with respect to Schedule No. 2 previously filed with the Board under Recordation Number 32102.

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

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

Transferee: Riverside Rail I LLC
845 Larch Avenue
Elmhurst, IL 60126

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

128 hopper railcars: BNBX 503554 – BNBX 53566 and within the series GBRX 49002 – GBRX 49245 as set forth in the attachment to the document.

Section Chief
February 29, 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 \$43.00 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

THIS MEMORANDUM OF ASSIGNMENT dated as of February 29, 2016 (the "**Memorandum**"), is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("**Transferor**"), and RIVERSIDE RAIL I 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**") Savatran LLC pursuant to that certain Schedule No. 2 dated as of July 1, 2014 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Schedule**"), to that certain Master Full Service Railcar Lease dated as of April 20, 2010 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Master Lease**"), and the Schedule incorporating by reference the terms and conditions of the Master Lease, the "**Lease**").

B. A Memorandum of Lease was filed with respect to Schedule No. 2 with the U.S. Surface Transportation Board on February 4, 2016, at 3:45 p.m., under recordation number 32102.

C. Transferor and Transferee are parties to that certain Assignment Agreement dated February 29, 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 February 29, 2016, and the Cars, to Transferee.

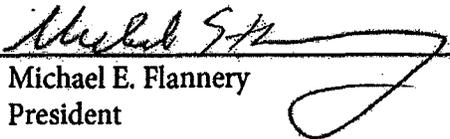
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both 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 Member 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.

RIVERSIDE RAIL I LLC

By: 
Name: Michael E. Flannery
Title: President

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: _____

[Memorandum of Assignment]

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 Member 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.

RIVERSIDE RAIL I 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: _____
Name: James I. Sharp
Title: President

[Memorandum of Assignment]

EXHIBIT A

RAILCARS

One hundred twenty-eight (128) used aluminum rapid discharge coal hopper railcars, 286,000 lbs GRL railcars with one hundred fifteen (115) of the cars being 4074 c.f. and thirteen (13) of the cars being 4200 c.f. marked and numbered as indicated on the Railcar List attached hereto:

RAILCAR LIST

Mark	Number								
GBRX	49002	GBRX	49052	GBRX	49120	GBRX	49167	GBRX	49229
GBRX	49003	GBRX	49054	GBRX	49124	GBRX	49168	GBRX	49230
GBRX	49004	GBRX	49057	GBRX	49128	GBRX	49169	GBRX	49231
GBRX	49006	GBRX	49058	GBRX	49130	GBRX	49174	GBRX	49234
GBRX	49007	GBRX	49060	GBRX	49131	GBRX	49176	GBRX	49235
GBRX	49010	GBRX	49069	GBRX	49132	GBRX	49178	GBRX	49238
GBRX	49013	GBRX	49070	GBRX	49133	GBRX	49179	GBRX	49239
GBRX	49014	GBRX	49071	GBRX	49134	GBRX	49180	GBRX	49240
GBRX	49015	GBRX	49075	GBRX	49135	GBRX	49181	GBRX	49241
GBRX	49016	GBRX	49076	GBRX	49139	GBRX	49182	GBRX	49243
GBRX	49018	GBRX	49078	GBRX	49140	GBRX	49184	GBRX	49245
GBRX	49020	GBRX	49082	GBRX	49141	GBRX	49186	BNBX	503554
GBRX	49022	GBRX	49085	GBRX	49144	GBRX	49188	BNBX	503555
GBRX	49023	GBRX	49086	GBRX	49147	GBRX	49195	BNBX	503556
GBRX	49026	GBRX	49097	GBRX	49148	GBRX	49198	BNBX	503557
GBRX	49031	GBRX	49099	GBRX	49150	GBRX	49204	BNBX	503558
GBRX	49035	GBRX	49100	GBRX	49153	GBRX	49208	BNBX	503559
GBRX	49039	GBRX	49101	GBRX	49154	GBRX	49210	BNBX	503560
GBRX	49040	GBRX	49102	GBRX	49155	GBRX	49211	BNBX	503561
GBRX	49041	GBRX	49110	GBRX	49156	GBRX	49213	BNBX	503562
GBRX	49042	GBRX	49111	GBRX	49157	GBRX	49217	BNBX	503563
GBRX	49044	GBRX	49113	GBRX	49158	GBRX	49221	BNBX	503564
GBRX	49045	GBRX	49116	GBRX	49159	GBRX	49223	BNBX	503565
GBRX	49046	GBRX	49117	GBRX	49160	GBRX	49224	BNBX	503566
GBRX	49047	GBRX	49118	GBRX	49163	GBRX	49225		
GBRX	49048	GBRX	49119	GBRX	49165	GBRX	49228		

Total Cars: 128

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: February 29, 2016

Edward M. Luria

Edward M. Luria