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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 Rider No. 10 previously filed with the Board under Recordation Number 32107.

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:

96 railcars within the series AOK 21531 – AOK 21571 and AOK 29150 – AOK 29348 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,

A handwritten signature in blue ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT SURFACE TRANSPORTATION BOARD

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**") to Wisconsin Central Ltd. pursuant to that certain Rider No. 10 entered into effective as of November 1, 2015 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Schedule**"), to that certain Lease Agreement dated as of October 1, 2003 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Master Lease**", and the Schedule, together with the Master Lease as it pertains to the Schedule, the "**Lease**").

B. A Memorandum of Lease was filed with respect to Rider No. 10 with the U.S. Surface Transportation Board on February 17, 2016, at 8:00 a.m., under recordation number 32107.

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.

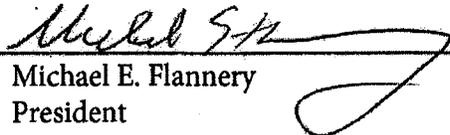
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both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

[Memorandum of Assignment]

EXHIBIT A

RAILCARS

Ninety-six (96) 73-foot, 286,000 lb. GRL riserless deck center partition railcars marked and numbered as indicated on the Railcar List attached hereto:

RAILCAR LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOK	21531	AOK	29175	AOK	29239	AOK	29304
AOK	21540	AOK	29177	AOK	29240	AOK	29305
AOK	21546	AOK	29180	AOK	29241	AOK	29307
AOK	21552	AOK	29182	AOK	29242	AOK	29311
AOK	21561	AOK	29184	AOK	29243	AOK	29312
AOK	21564	AOK	29186	AOK	29245	AOK	29313
AOK	21568	AOK	29189	AOK	29246	AOK	29315
AOK	21569	AOK	29194	AOK	29251	AOK	29317
AOK	21571	AOK	29195	AOK	29252	AOK	29319
AOK	29150	AOK	29197	AOK	29253	AOK	29322
AOK	29151	AOK	29199	AOK	29260	AOK	29325
AOK	29152	AOK	29200	AOK	29263	AOK	29328
AOK	29153	AOK	29201	AOK	29264	AOK	29329
AOK	29154	AOK	29203	AOK	29268	AOK	29330
AOK	29155	AOK	29208	AOK	29269	AOK	29336
AOK	29157	AOK	29210	AOK	29270	AOK	29338
AOK	29158	AOK	29212	AOK	29273	AOK	29341
AOK	29160	AOK	29214	AOK	29285	AOK	29342
AOK	29161	AOK	29219	AOK	29287	AOK	29343
AOK	29162	AOK	29222	AOK	29288	AOK	29345
AOK	29165	AOK	29223	AOK	29289	AOK	29348
AOK	29167	AOK	29225	AOK	29296		
AOK	29171	AOK	29231	AOK	29297		
AOK	29172	AOK	29233	AOK	29301		
AOK	29173	AOK	29238	AOK	29302		

Total Cars: 96

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