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

November 17, 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 and Assumption of Lease, dated as of November 16, 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 Agreement Schedule No. 17 previously filed with the Board under Recordation Number 32392.

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:	Bridge Funding Group, Inc. 215 Schilling Circle, Suite 100 Hunt Valley, MD 21031
[Lessee:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202]

Section Chief
November 17, 2016
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A description of the equipment covered by the enclosed document is:

100 auto racks: B 11800 - B 11899, inclusive. The auto racks are mounted on flatcars owned by TTX Company TTGX 695416 - TTGX 695515, inclusive.

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

Memorandum of Assignment and Assumption of Lease.

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 AND ASSUMPTION OF LEASE

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE dated as of November 16, 2016, 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 Bridge Funding Group, Inc., a Delaware corporation, with an address at 215 Schilling Circle, Suite 100, Hunt Valley, MD 21031 (“**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 November 16, 2016 relating to the sale by Transferor to Transferee of one hundred (100) railroad automotive racks identified in Exhibit A hereto (the “**Racks**”), and the assignment by Transferor and assumption by Transferee of Transferor’s right, title and interest in, and obligations under that certain Schedule No. 17 effective as of April 1, 2016 (the “**Schedule**”), to the Lease Agreement made as of January 1, 2008, by and between Transferor as lessor and CSX Transportation, Inc. as lessee (the “**Lease Agreement**”), as it relates to the Racks, with respect to periods on and after the Closing Date (as defined in the Purchase Agreement) (the “**Assigned Interests**”);

WHEREAS, pursuant to the Purchase Agreement and an Assignment and Assumption Agreement of even date therewith (the “**Assignment Agreement**”), Assignee has acquired the Assigned Interests as of the Closing Date;

WHEREAS, the Racks are currently subject to the Schedule and the Lease Agreement;

WHEREAS, a Memorandum of Schedule No. 17 was filed with the Surface Transportation Board on November 14, 2016, at 12:15 p.m., under STB Recordation Number 32392; and

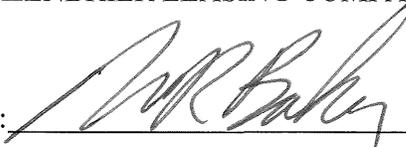
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Racks and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, 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 Racks 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 Racks, with respect to periods on and after the Closing Date.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment and Assumption 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: Martin R. Baker

Title: Sr. Vice 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.

BRIDGE FUNDING GROUP, INC.

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment and Assumption 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.

BRIDGE FUNDING GROUP, INC.

By:  _____

Name: Gregory J. Faherty

Title: Sr. Vice President

EXHIBIT A

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
Schedule No. 17, effective as of April 1, 2016, to Lease Agreement made as of January 1, 2008	One hundred (100) Multi-Max™ auto racks in bi-level configuration with two decks with chock grating system	B 11800 through B 11899, inclusive. NOTE: The Racks are mounted on TTX flatcars marked and numbered TTGX 695416 through TTGX 695515, inclusive. The Rack marks and numbers correspond to the flatcar marks and numbers sequentially, <u>i.e.</u> B 11800 is mounted on TTGX 695416, B 11801 is mounted on TTGX 695417, etc.

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: November 17, 2016

Edward M. Luria

Edward M. Luria