

RECORDATION NO. 31296-A  
FILED AUGUST 08 , 2014 02:19 PM  
SURFACE TRANSPORTATION BOARD

August 8, 2014

**VIA ELECTRONIC FILING**

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E. Street SW  
Washington, DC 20423-0001

Re: Recordation of Documents – Rail  
Secondary Document  
Owner/Assignor: Greenbrier Leasing Company LLC  
Assignee: Fifth Third Equipment Finance Company  
Memorandum of Assignment and Assumption of Schedule No. 15 to Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Assignment and Assumption of Schedule No. 15 to Lease Agreement, dated August 8, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177. The primary document to which this is connected is recorded under Recordation No. 31296.

The enclosed document relates to a Memorandum of Schedule No. 15 to Lease Agreement filed July 17, 2014 under Recordation No. 31296.

We request that the document be recorded under Recordation No. 31296-A.

The enclosed Memorandum of Assignment and Assumption of Schedule No. 15 to Lease Agreement is an assignment by Greenbrier Leasing Company LLC ("Assignor") to Fifth Third Equipment Finance Company ("Assignee") of Lease Schedule No. 15, date 23 April, 2014, covering 100 covered hopper railcars within the series AOKX 498116 – AOKX 498741:

The names and addresses of the parties to the document are as follows:

Owner/Assignor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

DWT 24595235v2 0058820-000316

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Assignee: Fifth Third Equipment Finance Company  
MD10904A  
38 Fountain Square Plaza  
Cincinnati, OH 45263

(a) A description of the equipment covered by the document follows:

**100 covered hopper railcars within the series AOKX 498116 – AOKX 498741  
as set forth in the attachment to the document.**

A short summary of the document to appear in the index as follows:

Secondary Document: Memorandum of Assignment and Assumption of Schedule No. 15 to Lease Agreement, dated April 23, 2014, between Greenbrier Leasing Company LLC, as owner and assignor, and Fifth Third Equipment Finance Company, as assignee, covering the 100 covered hopper railcars within the series AOKX 498116 – AOKX 498741.

This document does not contain a hereafter acquired clause.

A check in the amount of \$44.00 is being remitted. Please return the recorded document to:

Richard J. Schroeder  
Davis Wright Tremaine LLP  
1201 3<sup>rd</sup> Avenue, Suite 2200  
Seattle, WA 98101

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF  
SCHEDULE NO. 15 TO LEASE AGREEMENT

between

GREENBRIER LEASING COMPANY LLC,  
("ASSIGNOR")

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY,  
("ASSIGNEE")

AUGUST 8, 2014

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**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF  
SCHEDULE NO. 15 TO LEASE AGREEMENT**

**THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF SCHEDULE NO. 15 TO LEASE AGREEMENT** is made and entered into as of August 8, 2014, by and between **GREENBRIER LEASING COMPANY LLC** ("Assignor") and **FIFTH THIRD EQUIPMENT FINANCE COMPANY** ("Assignee").

1. Assignor as lessor and EOG Resources, Inc., as lessee ("Lessee") have heretofore entered into that certain Memorandum of Schedule No. 15 to Lease Agreement dated April 23, 2014 (the "Memorandum of Lease Agreement") pertaining to the 100-covered hopper railcars described therein leased pursuant to that certain Lease Agreement executed May 11, 2009 effective October 1, 2010 and Schedule No. 15 thereto dated April 23, 2014 effective March 1, 2014 (collectively, the "Lease").

2. The Memorandum of Lease Agreement was filed and recorded as Recordation No. 31296 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on July 17, 2014, at 12:45 p.m.

3. The interest of Greenbrier Leasing Company LLC as lessor was assigned to and the obligations of Lessor thereunder assumed by Fifth Third Equipment Finance Company ("New Lessor") pursuant to an Assignment and Assumption Agreement dated August 8, 2014.

4. Assignor has assigned to Assignee all right, title and interest of Assignor in and to Schedule No. 15 and the one hundred covered hopper railcars identified on Exhibit A to the Memorandum of Lease Agreement under Recordation No. 31296 (the Assigned Cars, as defined below).

5. Assignor and Assignee desire to confirm of record the assignment to, and the assumption by Assignee, of the rights of Assignor as Lessor in and to the Assigned Cars and the Lease.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under Schedule No. 15 and the one hundred (100) 3250 cu. ft. covered hopper railcars with marks and numbers set forth on Exhibit A hereto (the "Assigned Cars").

This Memorandum of Assignment and Assumption of Schedule No. 15 to Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Memorandum of Assignment and Assumption of Schedule No. 15 to Lease Agreement.

*[SIGNATURE PAGE FOLLOWS]*





EXHIBIT A

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	498116	AOKX	498180	AOKX	498605	AOKX	498630
AOKX	498117	AOKX	498181	AOKX	498606	AOKX	498631
AOKX	498118	AOKX	498182	AOKX	498607	AOKX	498632
AOKX	498119	AOKX	498183	AOKX	498608	AOKX	498633
AOKX	498120	AOKX	498191	AOKX	498609	AOKX	498634
AOKX	498121	AOKX	498585	AOKX	498610	AOKX	498635
AOKX	498122	AOKX	498586	A010(	498611	AOKX	498636
AOKX	498123	AOKX	498587	AOKX	498612	AOKX	498637
AOKX	498124	AOKX	498588	AOKX	498613	AOKX	498638
AOKX	498125	AOKX	498589	AOKX	498614	AOKX	498639
AOKX	498126	AOKX	498590	AOKX	498615	AOKX	498640
AOKX	498127	AOKX	498591	AOKX	498616	AOKX	498641
AOKX	498128	AOKX	498592	AOKX	498617	AOKX	498642
AOKX	498129	AOKX	498593	AOKX	498618	AOKX	498643
AOKX	498130	AOKX	498594	AOKX	498619	AOKX	498644
AOKX	498164	AOKX	498595	AOKX	498620	AOKX	498645
AOKX	498170	AOKX	498596	AOKX	498621	AOKX	498646
AOKX	498172	AOKX	498597	AOKX	498622	AOKX	498647
AOKX	498173	AOKX	498598	AOKX	498623	AOKX	498649
AOKX	498174	AOKX	498599	AOKX	498624	AOKX	498650
AOKX	498175	AOKX	498600	AOKX	498625	AOKX	498651
AOKX	498176	AOKX	498601	AOKX	498626	AOKX	498652
AOKX	498177	AOKX	498602	AOKX	498627	AOKX	498653
AOKX	498178	AOKX	498603	AOKX	498628	AOKX	498655
AOKX	498179	AOKX	498604	AOKX	498629	AOKX	498741