RECORDATION NO. 30865-A FILED
FEBRUARY 28, 2014 03:40 PM
SURFACE TRANSPORTATION BOARD

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February 28, 2014

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 Memorandum of Assignment, dated as of February 28, 2014, 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. 1 previously filed with the Board under Recordation Number 30865.

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

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

Assignee: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

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

50 covered hopper railcars within the series AOKX 495304 - AOKX 496422 as set forth in the attachment to the document.

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

Memorandum of Assignment.

Also enclosed is a check in the amount of $44.00 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

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MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT dated as of February 28, 2014, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and FIRST UNION RAIL CORPORATION, a North Carolina corporation ("FURC").

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

A. Greenbrier, as lessor, has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Cars") pursuant to that certain Lease Agreement dated as of March 19, 2013, and Schedule No. 1 thereto (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Prop Supply and Service, LLC, dba Rainbow Ceramics.

B. A Memorandum of Lease was filed with respect to Schedule No. 1 with the U.S. Surface Transportation Board on July 31, 2013, under recordation number 30865.

C. Greenbrier and FURC are parties to that certain Assignment Agreement dated February 28, 2014, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease with respect to the Cars to FURC.

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.

FIRST UNION RAIL CORPORATION

By: _____
Name: Rick Grossman
Title: Vice President-Equipment

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of Assignment was acknowledged before me, the undersigned Notary Public, in the County of Cook this 27th day of February, 2014, by Rick Grossman, as Vice President-Equipment of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation.

_____
Notary Public
My commission expires: 8/27/2017

OFFICIAL SEAL
KATHLEEN A DOMBROWSKI
NOTARY PUBLIC, STATE OF ILLINOIS
COOK COUNTY
MY COMMISSION EXPIRES 08/27/2017

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

GREENBRIER LEASING COMPANY LLC

By: _____
Name: Larry Stanley
Title: Senior Vice President

STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

On this 26 day of February, 2014, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

_____
Notary Public
My commission expires: October 14, 2017

OFFICIAL STAMP
SHERI CLARKE GRETHER
NOTARY PUBLIC - OREGON
COMMISSION NO. 921144
MY COMMISSION EXPIRES OCTOBER 14, 2017

SCHEDULE I

RAILCAR LIST

Fifty (50) 3,250 cubic foot capacity covered hopper railcars marked and numbered as follows:

Mark	Number	Mark	Number
AOKX	495304	AOKX	495869
AOKX	495311	AOKX	495871
AOKX	495328	AOKX	495873
AOKX	495356	AOKX	495899
AOKX	495359	AOKX	495920
AOKX	495403	AOKX	495923
AOKX	495404	AOKX	495926
AOKX	495587	AOKX	495934
AOKX	495591	AOKX	495936
AOKX	495614	AOKX	496007
AOKX	495617	AOKX	496030
AOKX	495624	AOKX	496032
AOKX	495628	AOKX	496035
AOKX	495684	AOKX	496051
AOKX	495688	AOKX	496388
AOKX	495690	AOKX	496390
AOKX	495695	AOKX	496394
AOKX	495696	AOKX	496397
AOKX	495699	AOKX	496410
AOKX	495706	AOKX	496413
AOKX	495710	AOKX	496416
AOKX	495713	AOKX	496417
AOKX	495716	AOKX	496419
AOKX	495740	AOKX	496421
AOKX	495763	AOKX	496422
		Total	**50 Cars**

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 28, 2014

Edward M Luria

Edward M. Luria