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ELIAS C. ALVORD (1942)  
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September 24, 2015

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 Agreement, dated as of September 24, 2015, 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. 20 to Lease Agreement and related documents previously filed with the Board under Recordation Number 31447.

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

Assignor:	Bridge Capital Leasing, Inc. 215 Schilling Circle, Suite 100 Hunt Valley, MD 21031
Assignee:	First Union Rail Corporation One O'Hare Centre 6520 River Road, Suite 5000 Rosemont, IL 60018
[Lessee:	EOG Resources, Inc. 111 Bagby, Sky Lobby 2 Houston, TX 77002]

Section Chief  
September 24, 2015  
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A description of the equipment covered by the enclosed document is:

100 covered hopper railcars within the series AOKX 480035 – AOKX 480361 and AOKX 499573 – AOKX 499624 as more particularly set forth on the attachment to the document.

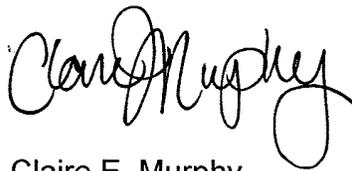
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

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 black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive, flowing style with a large loop at the end of the last name.

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (this “Memorandum”) dated as of September 24, 2015 is by and between BRIDGE CAPITAL LEASING, INC. (the “Assignor”) and FIRST UNION RAIL CORPORATION (the “Assignee”).

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

A. The Assignor, as lessor, and EOG Resources, Inc., as lessee (“Lessee”) are parties to that certain Schedule No. 20 executed October 13, 2014, and effective September 7, 2014 (as so amended, the “Schedule”), to that certain Lease Agreement dated May 9, 2011 and effective as of October 1, 2010, and amended on July 31, 2013 (the “Railcar Lease”), each by and between Assignor, as lessor, and Lessee, as lessee (the Schedule, together with the Railcar Lease solely as it pertains to the Schedule, the “Lease”). Pursuant to the Lease, the Assignor has leased to the Lessee certain railcars more particularly described in Schedule 1 attached hereto.

B. The Memorandum of Schedule No. 20 to Lease Agreement dated as of October 28, 2014 by and between the Assignor, as lessor, and Lessee, as lessee, was filed under the Surface Transportation Board under the recordation number 31447.

C. The Memorandum of Partial Assignment and Assumption of Lease dated as of November 25, 2014 by and between the Assignor, as lessor, and Lessee, as lessee, was filed under the Surface Transportation Board under the recordation number 31447 A.

D. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Purchase Agreement dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of “Lessor” under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Purchase Agreement.

E. 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.

[Signatures appear on the following pages]

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 Assignee by authority of its Vice President and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury that the foregoing is true and correct.*

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor by authority of its \_\_\_\_\_ and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true and correct.*

BRIDGE CAPITAL LEASING, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

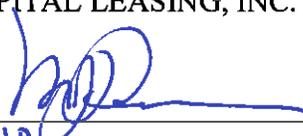
*I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its \_\_\_\_\_ and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury that the foregoing is true and correct.*

FIRST UNION RAIL CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor by authority of its SVP and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true and correct.*

BRIDGE CAPITAL LEASING, INC.

By:  \_\_\_\_\_  
Name: MJP \_\_\_\_\_  
Title: SVP \_\_\_\_\_

**EXHIBIT A TO MEMORANDUM OF ASSIGNMENT AND ASSUMPTION  
AGREEMENT**

<b>CAR DESCRIPTION</b>	<b>MARKS &amp; NUMBERS</b>
One Hundred (100) 3,250 c.f. capacity covered hopper railcars, 286,000 lbs. GRL, with three 30-inch circular loading hatches and two low-profile discharge gates	As set forth on the following page of this Exhibit A

### CAR MARKS/NUMBERS

EOG Resources, Inc. Schedule No. 20

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	480035	AOKX	480284	AOKX	480356	AOKX	499600
AOKX	480038	AOKX	480285	AOKX	480357	AOKX	499601
AOKX	480039	AOKX	480286	AOKX	480358	AOKX	499602
AOKX	480040	AOKX	480287	AOKX	480359	AOKX	499603
AOKX	480042	AOKX	480288	AOKX	480360	AOKX	499604
AOKX	480043	AOKX	480289	AOKX	480361	AOKX	499605
AOKX	480044	AOKX	480290	AOKX	499573	AOKX	499606
AOKX	480045	AOKX	480291	AOKX	499574	AOKX	499607
AOKX	480046	AOKX	480292	AOKX	499575	AOKX	499608
AOKX	480047	AOKX	480293	AOKX	499576	AOKX	499609
AOKX	480048	AOKX	480294	AOKX	499577	AOKX	499610
AOKX	480049	AOKX	480295	AOKX	499578	AOKX	499611
AOKX	480050	AOKX	480296	AOKX	499579	AOKX	499612
AOKX	480269	AOKX	480307	AOKX	499580	AOKX	499613
AOKX	480271	AOKX	480308	AOKX	499581	AOKX	499614
AOKX	480272	AOKX	480339	AOKX	499582	AOKX	499615
AOKX	480273	AOKX	480340	AOKX	499591	AOKX	499616
AOKX	480274	AOKX	480342	AOKX	499592	AOKX	499617
AOKX	480277	AOKX	480343	AOKX	499593	AOKX	499618
AOKX	480278	AOKX	480344	AOKX	499594	AOKX	499619
AOKX	480279	AOKX	480345	AOKX	499595	AOKX	499620
AOKX	480280	AOKX	480346	AOKX	499596	AOKX	499621
AOKX	480281	AOKX	480347	AOKX	499597	AOKX	499622
AOKX	480282	AOKX	480351	AOKX	499598	AOKX	499623
AOKX	480283	AOKX	480352	AOKX	499599	AOKX	499624

Total Cars: 100

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: September 24, 2015

  
\_\_\_\_\_  
Claire E. Murphy