

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

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

September 2, 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 an Memorandum of Assignment and Assumption Agreement, dated as of September 2, 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. 1 to Lease Agreement previously filed with the Board under Recordation Number 31686.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Assignee:	Aquarius Railcars, LLC c/o Mitsubishi UFJ 7815 NW 148th Street, 3-CMRE Miami Lakes, Florida 33016
[Lessee	Plains Marketing, L.P. 333 Clay Street, Suite 1600 Houston, Texas 77002]

Section Chief
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A description of the equipment covered by the enclosed document is:

125 tank railcars: GBRX 702600 - GBRX 702724.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

AQUARIUS RAILCARS, LLC

SEPTEMBER 2, 2015

Memorandum of Assignment and Assumption Agreement (this "Memorandum") made and entered into as of September 2, 2015, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and Aquarius, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

1. Assignor, as lessor, leased to Plains Marketing, L.P., as lessee ("Lessee"), one hundred twenty-five (125) new 28,400 gallon, coiled, insulated, DOT 111A100W1, 286,000 lbs GRL tank railcars, with thermal protection, high-flow PRV and 9/16 inch steel shell, marked and numbered GBRX 702600 through GBRX 702724, inclusive (the "Cars"), pursuant to that certain Lease Agreement made as of March 1, 2015 (the "Lease Agreement") and that certain Schedule No. 1 thereto dated as of March 1, 2015 and (the "Schedule" and the Schedule incorporating by reference the terms and conditions of the Lease Agreement, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease under recordation number 31686 on April 21, 2015 at 3:30 p.m.
3. Assignor has agreed to sell and assign to Assignee and Assignee has agreed to purchase and assume from Assignor, the Cars and certain interests under the Lease, and this Memorandum is being filed with the STB to reflect such assignment and assumption.
4. This Memorandum may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor by authority of its Manager 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.

GREENBRIER LEASING COMPANY LLC

By: 
Larry Stanley

Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its Board of Managers 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.

AQUARIUS RAILCARS, LLC

By: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor by authority of its Manager 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.

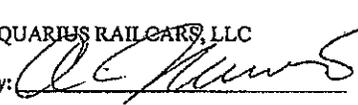
GREENBRIER LEASING COMPANY LLC

By: _____

Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its Board of Managers 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.

AQUARIUS RAILCARS, LLC

By:  _____

Title: President

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: September 2, 2015

Edward M. Luria

Edward M. Luria