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ELIAS C. ALVORD (1942)
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April 30, 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 a Memorandum of Assignment, dated as of April 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 30839.

The names and addresses of the parties to the enclosed document 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

Chief, Section of Administration
April 30, 2014
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A description of the railroad equipment covered by the enclosed document is:

150 gondola railcars: GBRX 934735, GBRX 934827 and within the series GBRX 34476 – GBRX 35170 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT

This **MEMORANDUM OF ASSIGNMENT** dated as of April 30, 2014 is by and 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 Exhibit A attached hereto (the "**Cars**") pursuant to that certain Lease Agreement dated as of May 1, 2006, and Schedule No. 4 thereto (Schedule No. 4, and the Lease Agreement as it pertains to Schedule No. 4, each as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Lease**") to Longview Fibre Paper and Packaging, Inc.

B. A Memorandum of Lease was filed with respect to Schedule No. 4 with the U.S. Surface Transportation Board on July 15, 2013, under recordation number 30839.

C. Greenbrier and FURC are parties to that certain Assignment Agreement dated April 30, 2014, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease with respect to periods on and after April 30, 2014, and 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.

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EXHIBIT A
to Memorandum of Assignment

DESCRIPTION OF CARS:

1966-1981 built 6,007CF-6,810CF woodchip gondola railcars with non-rotary coupler

QUANTITY:

One hundred fifty (150)

CAR MARKS AND NUMBERS:

1	GBRX	34476	31	GBRX	34523	61	GBRX	34595
2	GBRX	34477	32	GBRX	34525	62	GBRX	34596
3	GBRX	34478	33	GBRX	34527	63	GBRX	34597
4	GBRX	34479	34	GBRX	34528	64	GBRX	34598
5	GBRX	34480	35	GBRX	34529	65	GBRX	34599
6	GBRX	34481	36	GBRX	34530	66	GBRX	34600
7	GBRX	34482	37	GBRX	34531	67	GBRX	34601
8	GBRX	34483	38	GBRX	34533	68	GBRX	34602
9	GBRX	34484	39	GBRX	34534	69	GBRX	34603
10	GBRX	34485	40	GBRX	34535	70	GBRX	34604
11	GBRX	34486	41	GBRX	34536	71	GBRX	34605
12	GBRX	34487	42	GBRX	34537	72	GBRX	34606
13	GBRX	34488	43	GBRX	34539	73	GBRX	34607
14	GBRX	34489	44	GBRX	34541	74	GBRX	34608
15	GBRX	34491	45	GBRX	34542	75	GBRX	34609
16	GBRX	34492	46	GBRX	34547	76	GBRX	34610
17	GBRX	34493	47	GBRX	34548	77	GBRX	34611
18	GBRX	34496	48	GBRX	34581	78	GBRX	34612
19	GBRX	34497	49	GBRX	34582	79	GBRX	34614
20	GBRX	34499	50	GBRX	34583	80	GBRX	34615
21	GBRX	34502	51	GBRX	34584	81	GBRX	34616
22	GBRX	34505	52	GBRX	34585	82	GBRX	34617
23	GBRX	34507	53	GBRX	34587	83	GBRX	34618
24	GBRX	34511	54	GBRX	34588	84	GBRX	34619
25	GBRX	34512	55	GBRX	34589	85	GBRX	34620
26	GBRX	34513	56	GBRX	34590	86	GBRX	34621
27	GBRX	34514	57	GBRX	34591	87	GBRX	34622
28	GBRX	34520	58	GBRX	34592	88	GBRX	34623
29	GBRX	34521	59	GBRX	34593	89	GBRX	34624
30	GBRX	34522	60	GBRX	34594	90	GBRX	34625

91	GBRX	34626	121	GBRX	34669
92	GBRX	34627	122	GBRX	34672
93	GBRX	34628	123	GBRX	34675
94	GBRX	34629	124	GBRX	34678
95	GBRX	34630	125	GBRX	34683
96	GBRX	34631	126	GBRX	34684
97	GBRX	34632	127	GBRX	34686
98	GBRX	34633	128	GBRX	34687
99	GBRX	34634	129	GBRX	34688
100	GBRX	34635	130	GBRX	34691
101	GBRX	34637	131	GBRX	34693
102	GBRX	34638	132	GBRX	34694
103	GBRX	34641	133	GBRX	34696
104	GBRX	34642	134	GBRX	34698
105	GBRX	34643	135	GBRX	34700
106	GBRX	34644	136	GBRX	34702
107	GBRX	34645	137	GBRX	34706
108	GBRX	34646	138	GBRX	34712
109	GBRX	34648	139	GBRX	34713
110	GBRX	34649	140	GBRX	34715
111	GBRX	34650	141	GBRX	34716
112	GBRX	34652	142	GBRX	34736
113	GBRX	34653	143	GBRX	34788
114	GBRX	34654	144	GBRX	34832
115	GBRX	34655	145	GBRX	34856
116	GBRX	34657	146	GBRX	34878
117	GBRX	34659	147	GBRX	34882
118	GBRX	34661	148	GBRX	35170
119	GBRX	34662	149	GBRX	934735
120	GBRX	34663	150	GBRX	934827

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: 5/1/14

Edward M Luria
Edward M. Luria