

RECORDATION NO. 31085-A FILED  
FEBRUARY 28, 2014 03:40 PM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

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 Memorandum of Lease Schedule No. 2 previously filed with the Board under Recordation Number 31085.

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

Section Chief  
February 28, 2014  
Page 2

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

75 new 3,250 cubic foot covered hopper railcars: AOKX 495009, AOKX 495014, AOKX 496389, AOKX 496452 and within the series AOKX 497212-AOKX 497390 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

**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 August 12, 2013, and Schedule No. 2 thereto (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to PyraMax Ceramics, LLC.

B. A Memorandum of Lease was filed with respect to Schedule No. 2 with the U.S. Surface Transportation Board on February 18, 2014, under recordation number 31085.

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: *Rick Grossman*  
Name: Rick Grossman  
Title: Vice President-Equipment

STATE OF ILLINOIS    )  
                              ) ss:  
COUNTY OF COOK     )

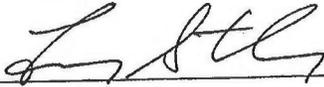
The foregoing Memorandum of Assignment was acknowledged before me, the undersigned Notary Public, in the County of Cook this 27th day of February, 2014, by Rick Grossman, as Vice President-Equipment of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation.

*Kathleen A. Dombrowski*  
Notary Public  
My commission expires: 8/27/2017



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

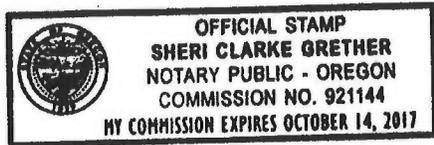
GREENBRIER LEASING COMPANY LLC

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



**SCHEDULE I**

**RAILCAR LIST**

Seventy-five (75) 3,250 cubic foot covered hopper railcars marked and numbered as follows:

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	495009	AOKX	497297
AOKX	495014	AOKX	497298
AOKX	496389	AOKX	497299
AOKX	496452	AOKX	497300
AOKX	497212	AOKX	497301
AOKX	497213	AOKX	497302
AOKX	497214	AOKX	497303
AOKX	497215	AOKX	497304
AOKX	497216	AOKX	497305
AOKX	497217	AOKX	497306
AOKX	497218	AOKX	497308
AOKX	497219	AOKX	497320
AOKX	497220	AOKX	497321
AOKX	497221	AOKX	497322
AOKX	497222	AOKX	497323
AOKX	497223	AOKX	497324
AOKX	497224	AOKX	497325
AOKX	497225	AOKX	497326
AOKX	497226	AOKX	497327
AOKX	497227	AOKX	497328
AOKX	497228	AOKX	497330
AOKX	497229	AOKX	497331
AOKX	497231	AOKX	497332
AOKX	497270	AOKX	497333
AOKX	497271	AOKX	497344
AOKX	497272	AOKX	497345
AOKX	497273	AOKX	497346
AOKX	497274	AOKX	497347
AOKX	497275	AOKX	497377
AOKX	497276	AOKX	497378
AOKX	497277	AOKX	497380
AOKX	497278	AOKX	497381
AOKX	497279	AOKX	497386
AOKX	497292	AOKX	497387
AOKX	497293	AOKX	497388
AOKX	497294	AOKX	497389
AOKX	497295	AOKX	497390
AOKX	497296	<b>Total:</b>	<b>75 Cars</b>

**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