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July 30, 2015

**VIA E-FILING**

Surface Transportation Board  
Office of Proceedings  
395 E Street, S.W.  
Washington, D.C. 20423  
Attention: Chief of the Section of Administration

Dear Section Chief:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Memorandum of Assignment and Assumption Agreement, dated as of July 30, 2015 (the "Assignment") between Greenbrier Leasing Company LLC ("Greenbrier"), as assignor, and Citicorp Railmark, Inc. ("CitiRail"), as assignee, which Assignment is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Assignment relates to that certain Lease Agreement dated as of June 1, 2014 and Schedule No. 4 thereto dated as of January 2, 2015 between Greenbrier, as lessor, and Halliburton Company ("Halliburton"), as lessee (collectively, the "Lease"). A Memorandum of the Lease Schedule No. 4 dated January 2, 2015 was duly filed with the STB on April 20, 2015 and assigned recordation number 31673.

The name and address of the party to the enclosed Assignment is:

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

Assignee: Citicorp Railmark, Inc.  
390 Greenwich St., 1st Floor  
New York, NY 10013

A description of the railroad equipment covered by the enclosed Assignment is as follows: 200 covered hopper cars marked HWCX 8901 to HWCX 9100, inclusive.



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The required recordation fee of \$43.00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Assignment and this letter to Susan G. Lichtenfeld at DLA Piper US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment and Assumption Agreement, dated as of July 30, 2015, between Greenbrier Leasing Company LLC and Citicorp Railmark, Inc.

Documents to Which the Secondary Document Relates

Lease Agreement dated as of June 1, 2014 and Schedule No. 4 thereto dated as of July 2, 2015 between Greenbrier Leasing Company LLC, as lessor, and Haliburton Company, as lessee (collectively, the "Lease"). A Memorandum of Lease Schedule No. 4 dated January 2, 2015 was duly filed with the STB on April 20, 2015 and assigned recordation number 31673.

Very truly yours,

**DLA Piper LLP (US)**

  
Susan G. Lichtenfeld

Enclosure

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*MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT*

*BETWEEN*

*GREENBRIER LEASING COMPANY LLC*

*AND*

*CITICORP RAILMARK, INC.*

*July 30, 2015*

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Memorandum of Assignment and Assumption Agreement made and entered into as of July 30, 2015, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("**Assignor**"), and Citicorp Railmark, Inc., a Delaware corporation ("**Assignee**").

**WITNESSETH:**

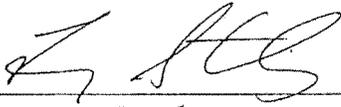
1. Assignor, as Lessor, leased to Halliburton Company ("**Lessee**") two hundred (200), 2015 Gunderson-Concarril, S.A. de C.V.-built, 3,250 cubic foot sand covered hopper cars, 286,000 lbs. GRL, with three 30-inch circular loading hatches and two low profile discharge gates, marked and numbered HWCX 8901 through HWCX 9100, inclusive, pursuant to that certain Lease Agreement dated as of June 1, 2014, and Schedule No. 4 thereto dated as of January 2, 2015 (Schedule No. 4, and Schedule No. 4 and the Lease Agreement as it relates to Schedule No. 4 collectively, the "**Lease**").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease, on the terms set forth in the Assignment and Assumption Agreement dated as of the date hereof between Assignor and Assignee, and the Cars.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

**[Signature Page Follows]**

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 with due authority 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:   
Name: 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 directors 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.

**CITICORP RAILMARK, INC.**

By: \_\_\_\_\_  
Name: Thomas J. McGraw  
Title: Senior Vice President

**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.

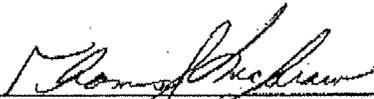
I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor with due authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true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

**GREENBRIER LEASING COMPANY LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
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 directors 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.

**CITICORP RAILMARK, INC.**

By:   
Name: Thomas J. McGraw  
Title: Senior Vice President