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

May 23, 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 and Assumption Agreement, dated May 23, 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 Schedule No. 2 previously filed with the Board under Recordation Number 31168.

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: MUL Railcars Leasing, LLC
C/O Mitsubishi UFJ Lease & Finance Co. Ltd.
5-1, Marunouchi, 1-Chome
Chiyodaku, Tokyo 100-6525 Japan

Section Chief
May 23, 2014
Page 2

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

67 new 3,250 cubic foot covered hopper railcars within the series AOKX 497718 - AOKX 497847 as set forth in 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 \$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 AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

MUL RAILCARS LEASING, LLC

MAY 23, 2014

Memorandum of Assignment and Assumption Agreement made and entered into as of May 23, 2014, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and MUL Railcars Leasing, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

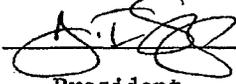
1. Assignor, as Lessor, leased to Superior Silica Sands LLC ("Lessee") sixty-seven (67) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as indicated in the Rail Equipment List attached hereto as Exhibit A (the "Cars"), pursuant to that certain Lease Agreement dated as of March 1, 2014 (the "Lease Agreement"), and Schedule No. 2 thereto dated as of March 1, 2014 (Schedule No. 2 and the Lease Agreement as it relates to Schedule No. 2 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31168 on April 21, 2014 at 9:00 a.m.
3. Assignor has agreed to sell and assign to Assignee and Assignee has agreed to purchase and assume from Assignor certain interests under the Lease, and the Cars, and this Memorandum of Assignment is being filed with the STB to reflect such assignment and assumption.
4. 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.

[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:  _____

Title: 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.

MUL RAILCARS LEASING, 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.

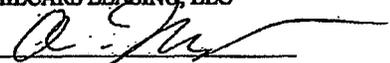
GREENBRIER LEASING COMPANY LLC

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.

MUL RAILCARS LEASING, LLC

By:  _____

Title: **President** _____

EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
AOKX	497718	AOKX	497815
AOKX	497726	AOKX	497816
AOKX	497730	AOKX	497817
AOKX	497731	AOKX	497818
AOKX	497735	AOKX	497819
AOKX	497738	AOKX	497820
AOKX	497740	AOKX	497821
AOKX	497741	AOKX	497822
AOKX	497742	AOKX	497823
AOKX	497760	AOKX	497824
AOKX	497765	AOKX	497825
AOKX	497767	AOKX	497826
AOKX	497773	AOKX	497827
AOKX	497775	AOKX	497828
AOKX	497777	AOKX	497829
AOKX	497778	AOKX	497830
AOKX	497779	AOKX	497831
AOKX	497783	AOKX	497832
AOKX	497785	AOKX	497833
AOKX	497793	AOKX	497834
AOKX	497798	AOKX	497835
AOKX	497801	AOKX	497836
AOKX	497803	AOKX	497837
AOKX	497804	AOKX	497838
AOKX	497805	AOKX	497839
AOKX	497806	AOKX	497840
AOKX	497807	AOKX	497841
AOKX	497808	AOKX	497842
AOKX	497809	AOKX	497843
AOKX	497810	AOKX	497844
AOKX	497811	AOKX	497845
AOKX	497812	AOKX	497846
AOKX	497813	AOKX	497847
AOKX	497814	Total	67 Cars

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: 5/23/14

Edward M Luria
Edward M. Luria