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

February 27, 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 a Memorandum of Assignment and Assumption Agreement, dated as of February 27, 2015, 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. 9 previously filed with the Board under Recordation Number 31563.

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: MUL Railcars Leasing, LLC
c/o Mitsubishi UFJ
7815 NW 148th Street, 3-CMCRE
Miami Lakes, FL 33016

[Lessee: Superior Silica Sands LLC
6000 Western Place, Suite 465
Fort Worth, TX 76107]

Section Chief
February 27, 2015
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A description of the equipment covered by the enclosed document is:

66 railcars: AOKX 480747 – AOKX 480812.

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,



for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

MUL RAILCARS LEASING, LLC

FEBRUARY 27, 2015

Memorandum of Assignment and Assumption Agreement (this "Memorandum") made and entered into as of February 27, 2015, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and MUL Railcars Leasing, LLC, a Delaware limited liability company ("Assignee").

W I T N E S S E T H:

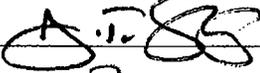
1. Assignor, as lessor, leased to Superior Silica Sands LLC, as lessee ("Lessee"), sixty-six (66) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as indicated in the Rail Equipment List attached hereto as Exhibit A (the "Cars"), pursuant to that certain Lease Agreement made as of March 1, 2014 (the "Lease Agreement"), and Schedule No. 9 thereto dated as of April 15, 2014 (Schedule No. 9 and the Lease Agreement as it relates to Schedule No. 9 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31563 on January 13, 2015 at 08:00 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 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: 
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.

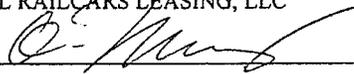
GREENBRIER LEASING COMPANY LLC

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	Mark	Number
AOKX	480747	AOKX	480769	AOKX	480791
AOKX	480748	AOKX	480770	AOKX	480792
AOKX	480749	AOKX	480771	AOKX	480793
AOKX	480750	AOKX	480772	AOKX	480794
AOKX	480751	AOKX	480773	AOKX	480795
AOKX	480752	AOKX	480774	AOKX	480796
AOKX	480753	AOKX	480775	AOKX	480797
AOKX	480754	AOKX	480776	AOKX	480798
AOKX	480755	AOKX	480777	AOKX	480799
AOKX	480756	AOKX	480778	AOKX	480800
AOKX	480757	AOKX	480779	AOKX	480801
AOKX	480758	AOKX	480780	AOKX	480802
AOKX	480759	AOKX	480781	AOKX	480803
AOKX	480760	AOKX	480782	AOKX	480804
AOKX	480761	AOKX	480783	AOKX	480805
AOKX	480762	AOKX	480784	AOKX	480806
AOKX	480763	AOKX	480785	AOKX	480807
AOKX	480764	AOKX	480786	AOKX	480808
AOKX	480765	AOKX	480787	AOKX	480809
AOKX	480766	AOKX	480788	AOKX	480810
AOKX	480767	AOKX	480789	AOKX	480811
AOKX	480768	AOKX	480790	AOKX	480812

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 27, 2015

Edward M Luria

Edward M. Luria