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

August 29, 2104

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 August 28, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Board under Recordation Number 31325.

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 Lease & Finance Co. Ltd.  
5-1, Marunouchi, 1-Chome  
Chiyodaku, Tokyo 100-6525 Japan

Chief, Section of Administration

August 29, 2014

Page 2

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

100 railcars: AOKX 494965 and within the series AOKX 496597 – AOKX 498933 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 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

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***MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC***

***AND***

***MUL RAILCARS LEASING, LLC***

***AUGUST 28, 2014***

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Memorandum of Assignment and Assumption Agreement (this "Memorandum") made and entered into as of August 28, 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 assignee of Midwest Railcar Corporation), as Lessor, leased to US Silica Company ("Lessee") one hundred (100) 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 Full Service Master Lease Agreement made as of June 16, 2004 (the "Lease Agreement"), and Schedule #7 thereto dated as of December 23, 2013 (Schedule #7 and the Lease Agreement as it relates to Schedule #7 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31325 on August 11, 2014 at 4:30 p.m.
3. Assignor filed a Memorandum of Assignment of Railcar Leases with the STB with respect to the Lease, under recordation number 31325-A on August 11, 2014 at 4:30 p.m.
4. 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.
5. 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.*

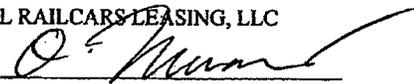
GREENBRIER LEASING COMPANY LLC

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	Mark	Number
AOKX	494965	AOKX	498110	AOKX	498204	AOKX	498258
AOKX	496597	AOKX	498111	AOKX	498205	AOKX	498266
AOKX	496601	AOKX	498112	AOKX	498206	AOKX	498267
AOKX	496984	AOKX	498113	AOKX	498207	AOKX	498268
AOKX	497033	AOKX	498114	AOKX	498208	AOKX	498269
AOKX	497067	AOKX	498115	AOKX	498209	AOKX	498270
AOKX	497073	AOKX	498184	AOKX	498210	AOKX	498271
AOKX	497100	AOKX	498185	AOKX	498211	AOKX	498272
AOKX	497103	AOKX	498186	AOKX	498212	AOKX	498273
AOKX	497156	AOKX	498187	AOKX	498213	AOKX	498274
AOKX	497210	AOKX	498188	AOKX	498214	AOKX	498275
AOKX	497239	AOKX	498189	AOKX	498242	AOKX	498276
AOKX	497360	AOKX	498190	AOKX	498243	AOKX	498277
AOKX	497743	AOKX	498192	AOKX	498244	AOKX	498278
AOKX	497930	AOKX	498193	AOKX	498245	AOKX	498279
AOKX	497936	AOKX	498194	AOKX	498246	AOKX	498280
AOKX	497938	AOKX	498195	AOKX	498247	AOKX	498810
AOKX	497982	AOKX	498196	AOKX	498248	AOKX	498814
AOKX	497984	AOKX	498197	AOKX	498249	AOKX	498815
AOKX	498058	AOKX	498198	AOKX	498250	AOKX	498816
AOKX	498095	AOKX	498199	AOKX	498251	AOKX	498817
AOKX	498102	AOKX	498200	AOKX	498252	AOKX	498818
AOKX	498106	AOKX	498201	AOKX	498253	AOKX	498819
AOKX	498108	AOKX	498202	AOKX	498254	AOKX	498821
AOKX	498109	AOKX	498203	AOKX	498255	AOKX	498933

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: 8/29/14

Edward M Luria  
Edward M. Luria