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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. 1 previously filed with the Board under Recordation Number 31167.

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 497642 - AOKX 497736 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:

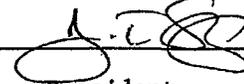
1. Assignor, as Lessor, leased to Superior Silica Sands LLC ("Lessee") sixty-seven (67) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as indicated in the Rail Equipment List attached hereto as Exhibit A (the "Cars"), pursuant to that certain Lease Agreement dated as of March 1, 2014 (the "Lease Agreement"), and Schedule No. 1 thereto dated as of March 1, 2014 (Schedule No. 1 and the Lease Agreement as it relates to Schedule No. 1 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31167 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.

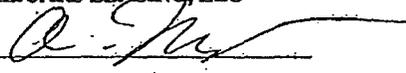
GREENBRIER LEASING COMPANY LLC

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	497642	AOKX	497697
AOKX	497644	AOKX	497698
AOKX	497651	AOKX	497699
AOKX	497655	AOKX	497700
AOKX	497662	AOKX	497701
AOKX	497663	AOKX	497702
AOKX	497666	AOKX	497703
AOKX	497667	AOKX	497704
AOKX	497670	AOKX	497705
AOKX	497672	AOKX	497706
AOKX	497673	AOKX	497707
AOKX	497674	AOKX	497708
AOKX	497675	AOKX	497709
AOKX	497676	AOKX	497710
AOKX	497677	AOKX	497711
AOKX	497678	AOKX	497712
AOKX	497679	AOKX	497713
AOKX	497680	AOKX	497715
AOKX	497681	AOKX	497716
AOKX	497682	AOKX	497717
AOKX	497683	AOKX	497719
AOKX	497684	AOKX	497720
AOKX	497685	AOKX	497721
AOKX	497686	AOKX	497722
AOKX	497687	AOKX	497723
AOKX	497688	AOKX	497724
AOKX	497689	AOKX	497727
AOKX	497690	AOKX	497728
AOKX	497691	AOKX	497729
AOKX	497692	AOKX	497732
AOKX	497693	AOKX	497733
AOKX	497694	AOKX	497734
AOKX	497695	AOKX	497736
AOKX	497696	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