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RECORDATION NO. 31320-A
FILED AUGUST 15, 2014 05:52 PM
SURFACE TRANSPORTATION BOARD

August 15, 2014

VIA ELECTRONIC FILING

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street SW
Washington, DC 20423-0001

Re: Recordation of Documents – Rail
Secondary Document
Owner/Assignor: Greenbrier Leasing Company LLC
Assignee: Fifth Third Equipment Finance Company
Memorandum of Assignment and Assumption of Schedule No. 17 to Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Assignment and Assumption of Schedule No. 17 to Lease Agreement, dated August 15, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177. The primary document to which this is connected is recorded under Recordation No. 31320.

The enclosed document relates to a Memorandum of Schedule No. 17 to Lease Agreement filed August 7, 2014 under Recordation No. 31320.

We request that the document be recorded under Recordation No. 31320-A.

The enclosed Memorandum of Assignment and Assumption of Schedule No. 17 to Lease Agreement is an assignment by Greenbrier Leasing Company LLC ("Assignor") to Fifth Third Equipment Finance Company ("Assignee") of Lease Schedule No. 17, date August 15, 2014, covering 100 covered hopper railcars within the series AOKX 498648 – AOKX 499073:

The names and addresses of the parties to the document are as follows:

Owner/Assignor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

DWT 24643183v1 0058820-000316

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Chief, Section of Administration
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Assignee: Fifth Third Equipment Finance Company
MD10904A
38 Fountain Square Plaza
Cincinnati, OH 45263

(a) A description of the equipment covered by the document follows:

**100 covered hopper railcars within the series AOKX 498648 – AOKX 499073
as set forth in the attachment to the document.**

A short summary of the document to appear in the index as follows:

Secondary Document: Memorandum of Assignment and Assumption of Schedule No. 17 to Lease Agreement, dated August 15, 2014, between Greenbrier Leasing Company LLC, as owner and assignor, and Fifth Third Equipment Finance Company, as assignee, covering the 100 covered hopper railcars within the series AOKX 498648 – AOKX 499073.

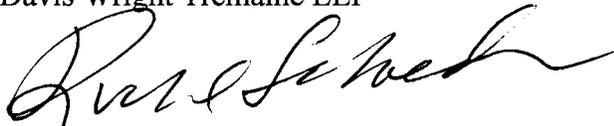
This document does not contain a hereafter acquired clause.

A check in the amount of \$44.00 is being remitted. Please return the recorded document to:

Richard J. Schroeder
Davis Wright Tremaine LLP
1201 3rd Avenue, Suite 2200
Seattle, WA 98101

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures

RECORDATION NO. 31320-A
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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF
SCHEDULE NO. 17 TO LEASE AGREEMENT

between

GREENBRIER LEASING COMPANY LLC,
("ASSIGNOR")

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY,
("ASSIGNEE")

AUGUST 15, 2014

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF
SCHEDULE NO. 17 TO LEASE AGREEMENT**

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF SCHEDULE NO. 17 TO LEASE AGREEMENT is made and entered into as of August 15, 2014, by and between **GREENBRIER LEASING COMPANY LLC** ("Assignor") and **FIFTH THIRD EQUIPMENT FINANCE COMPANY** ("Assignee").

1. Assignor as lessor and EOG Resources, Inc., as lessee ("Lessee") have heretofore entered into that certain Memorandum of Schedule No. 17 to Lease Agreement (the "Memorandum of Lease Agreement") pertaining to the one hundred (100) covered hopper railcars described therein leased pursuant to that certain Lease Agreement executed May 11, 2009 effective October 1, 2010 and Schedule No. 17 thereto executed April 23, 2014, effective as of April 1, 2014 (collectively, the "Lease").

2. The Memorandum of Lease Agreement was filed and recorded as Recordation No. 31320 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on August 7, 2014, at 7:30 a.m.

3. The interest of Greenbrier Leasing Company LLC as lessor was assigned to and the obligations of Lessor thereunder assumed by Fifth Third Equipment Finance Company ("New Lessor") pursuant to an Assignment and Assumption Agreement dated August 15, 2014.

4. Assignor has assigned to Assignee all right, title and interest of Assignor in and to Schedule No. 17 and the one hundred (100) covered hopper railcars identified on Exhibit A to the Memorandum of Lease Agreement under Recordation No. 31320 (the Assigned Cars, as defined below).

5. Assignor and Assignee desire to confirm of record the assignment to, and the assumption by Assignee, of the rights of Assignor as Lessor in and to the Assigned Cars and the Lease.

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under Schedule No. 17 and the one hundred (100) 3250 cu. ft. covered hopper railcars with marks and numbers set forth on Exhibit A hereto.

This Memorandum of Assignment and Assumption of Schedule No. 17 to Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Memorandum of Assignment and Assumption of Schedule No. 17 to Lease Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption of Schedule No. 17 to Lease Agreement to be executed as of the date first above written.

ASSIGNEE:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

Name: *Robert Krafting*

By: Robert Krafting, VP

Title: _____

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 15th day of August, 2014, before me appeared Robert Krafting, the person who signed this instrument, who acknowledged that (s)he is the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Ellen J. Ratney
NOTARY PUBLIC for the State of Ohio
Residing at _____
My Commission Expires: _____



Ellen J. Ratney
Notary Public State of Ohio
My Commission Expires 02-20-2019

[Assignee signature page]

[Schedule No. 17]

EXHIBIT A

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	498648	AOKX	498807	AOKX	498898	AOKX	499047
AOKX	498716	AOKX	498809	AOKX	498900	AOKX	499048
AOKX	498728	AOKX	498811	AOKX	498901	AOKX	499050
AOKX	498731	AOKX	498831	AOKX	498902	AOKX	499051
AOKX	498732	AOKX	498862	AOKX	498903	AOKX	499052
AOKX	498735	AOKX	498863	AOKX	498904	AOKX	499053
AOKX	498785	AOKX	498864	AOKX	498905	AOKX	499054
AOKX	498787	AOKX	498865	AOKX	498906	AOKX	499055
AOKX	498789	AOKX	498866	AOKX	498907	AOKX	499056
AOKX	498790	AOKX	498867	AOKX	498908	AOKX	499057
AOKX	498792	AOKX	498868	AOKX	498909	AOKX	499058
AOKX	498793	AOKX	498869	AOKX	498910	AOKX	499059
AOKX	498794	AOKX	498870	AOKX	498911	AOKX	499060
AOKX	498795	AOKX	498871	AOKX	498913	AOKX	499061
AOKX	498796	AOKX	498872	AOKX	498920	AOKX	499062
AOKX	498797	AOKX	498873	AOKX	498925	AOKX	499063
AOKX	498798	AOKX	498874	AOKX	498926	AOKX	499064
AOKX	498799	AOKX	498875	AOKX	498927	AOKX	499065
AOKX	498800	AOKX	498876	AOKX	498928	AOKX	499066
AOKX	498801	AOKX	498877	AOKX	498929	AOKX	499067
AOKX	498802	AOKX	498878	AOKX	498930	AOKX	499068
AOKX	498803	AOKX	498879	AOKX	498931	AOKX	499070
AOKX	498804	AOKX	498880	AOKX	499037	AOKX	499071
AOKX	498805	AOKX	498896	AOKX	499044	AOKX	499072
AOKX	498806	AOKX	498897	AOKX	499045	AOKX	499073