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ELIAS C. ALVORD (1942)
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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 documents previously filed with the Board under Recordation Number 31196.

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:

100 railcars within the series AOKX 494920 – AOKX 497460 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:

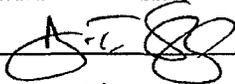
1. Assignor (as assignee of Midwest Railcar Corporation), as Lessor, leased to US Silica Company ("Lessee") one hundred (100) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as indicated in the Rail Equipment List attached hereto as Exhibit A (the "Cars"), pursuant to that certain Full Service Master Lease Agreement made as of June 16, 2004 (the "Lease Agreement"), and Schedule #4 thereto dated as of December 23, 2013 (Schedule #4 and the Lease Agreement as it relates to Schedule #4 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31196 on May 7, 2014 at 7:30 a.m.
3. Assignor filed a Memorandum of Assignment with the STB with respect to the Lease, under recordation number 31196-A on May 7, 2014 at 7:30 a.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 of Assignment is being filed with the STB to reflect such assignment and assumption.
5. 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.

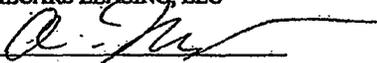
GREENBRIER LEASING COMPANY LLC

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	MARK	NUMBER
AOKX	494920	AOKX	496927	AOKX	497101
AOKX	494962	AOKX	496933	AOKX	497105
AOKX	494964	AOKX	496935	AOKX	497111
AOKX	494969	AOKX	496940	AOKX	497132
AOKX	494973	AOKX	496950	AOKX	497134
AOKX	494988	AOKX	496951	AOKX	497146
AOKX	495007	AOKX	496957	AOKX	497151
AOKX	496598	AOKX	496970	AOKX	497152
AOKX	496604	AOKX	496982	AOKX	497153
AOKX	496605	AOKX	496985	AOKX	497154
AOKX	496606	AOKX	496988	AOKX	497159
AOKX	496607	AOKX	496989	AOKX	497162
AOKX	496608	AOKX	496990	AOKX	497163
AOKX	496609	AOKX	496991	AOKX	497165
AOKX	496610	AOKX	496996	AOKX	497171
AOKX	496611	AOKX	496997	AOKX	497174
AOKX	496612	AOKX	496999	AOKX	497188
AOKX	496613	AOKX	497001	AOKX	497194
AOKX	496615	AOKX	497002	AOKX	497200
AOKX	496646	AOKX	497005	AOKX	497205
AOKX	496648	AOKX	497014	AOKX	497260
AOKX	496650	AOKX	497028	AOKX	497265
AOKX	496655	AOKX	497034	AOKX	497269
AOKX	496656	AOKX	497035	AOKX	497284
AOKX	496657	AOKX	497074	AOKX	497312
AOKX	496658	AOKX	497076	AOKX	497314
AOKX	496905	AOKX	497078	AOKX	497316
AOKX	496909	AOKX	497080	AOKX	497329
AOKX	496910	AOKX	497083	AOKX	497338
AOKX	496913	AOKX	497086	AOKX	497339
AOKX	496914	AOKX	497091	AOKX	497351
AOKX	496923	AOKX	497092	AOKX	497460
AOKX	496924	AOKX	497094	Total	100 Cars
AOKX	496925	AOKX	497097		

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