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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. 3 previously filed with the Board under Recordation Number 31182.

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:

66 new 3,250 cubic foot covered hopper railcars within the series AOKX 497848 - AOKX 497921 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

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:

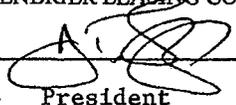
1. Assignor, as Lessor, leased to Superior Silica Sands LLC (“Lessee”) sixty-six (66) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as indicated in the Rail Equipment List attached hereto as Exhibit A (the “Cars”), pursuant to that certain Lease Agreement dated as of March 1, 2014 (the “Lease Agreement”), and Schedule No. 3 thereto dated as of March 1, 2014 (Schedule No. 3 and the Lease Agreement as it relates to Schedule No. 3 collectively, the “Lease”).
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31182 on April 30, 2014 at 7:30 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.

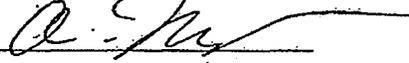
GREENBRIER LEASING COMPANY LLC

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	497848	AOKX	497881
AOKX	497849	AOKX	497882
AOKX	497850	AOKX	497883
AOKX	497851	AOKX	497884
AOKX	497852	AOKX	497885
AOKX	497853	AOKX	497886
AOKX	497854	AOKX	497887
AOKX	497855	AOKX	497888
AOKX	497856	AOKX	497889
AOKX	497857	AOKX	497890
AOKX	497858	AOKX	497891
AOKX	497859	AOKX	497892
AOKX	497860	AOKX	497893
AOKX	497861	AOKX	497894
AOKX	497862	AOKX	497895
AOKX	497863	AOKX	497896
AOKX	497864	AOKX	497897
AOKX	497865	AOKX	497898
AOKX	497866	AOKX	497899
AOKX	497867	AOKX	497900
AOKX	497868	AOKX	497901
AOKX	497869	AOKX	497902
AOKX	497870	AOKX	497903
AOKX	497871	AOKX	497904
AOKX	497872	AOKX	497907
AOKX	497873	AOKX	497909
AOKX	497874	AOKX	497910
AOKX	497875	AOKX	497911
AOKX	497876	AOKX	497913
AOKX	497877	AOKX	497914
AOKX	497878	AOKX	497918
AOKX	497879	AOKX	497919
AOKX	497880	AOKX	497921
		Total	66 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