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

February 28, 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 Memorandum of Assignment, dated as of February 28, 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 Agreement for Schedule No. 1 previously filed with the Board under Recordation Number 27658.

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: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Section Chief
February 28, 2014
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A description of the railroad equipment covered by the enclosed document is:

70 covered hopper railcars: GBRX 67000 – GBRX 67069.

A short summary of the document to appear in the index is:

Memorandum of Assignment.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT dated as of February 28, 2014, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and FIRST UNION RAIL CORPORATION, a North Carolina corporation ("FURC").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as lessor, has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Cars") pursuant to that certain Lease Agreement dated as of July 1, 2008, and Schedule No. 1 thereto (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to MillerCoors, LLC.

B. A Memorandum of Lease was filed with respect to Schedule No. 1 with the U.S. Surface Transportation Board on September 29, 2008, under recordation number 27658.

C. Greenbrier and FURC are parties to that certain Assignment Agreement dated February 28, 2014, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease with respect to the Cars to FURC.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

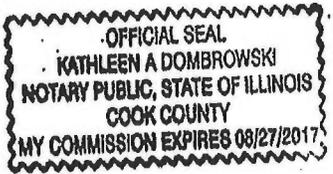
FIRST UNION RAIL CORPORATION

By: *Rick Grossman*
Name: Rick Grossman
Title: Vice President-Equipment

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

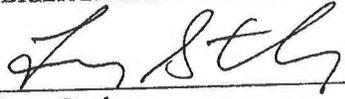
The foregoing Memorandum of Assignment was acknowledged before me, the undersigned Notary Public, in the County of Cook this 27th day of February, 2014, by Rick Grossman, as Vice President-Equipment of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation.

Kathleen A. Dombrowski
Notary Public
My commission expires: 8/27/2017



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

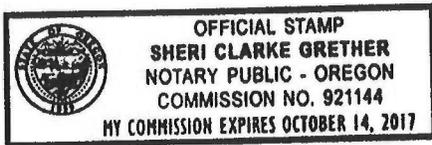
GREENBRIER LEASING COMPANY LLC

By: 
Name: Larry Stanley
Title: Senior Vice President

STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

On this 26 day of February, 2014, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.


Notary Public
My commission expires: October 14, 2017



[Memo of Assignment (MillerCoors)]

SCHEDULE I

RAILCAR LIST

Seventy (70) 5,188 cubic foot, 111-ton welded steel triple covered hopper railcars with through center sills and gravity discharge gates, marked and numbered as follows:

GBRX 67000 through GBRX 67069, inclusive.

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: February 28, 2014

Edward M. Luria

Edward M. Luria