

RECORDATION NO. 31054-B FILED  
FEBRUARY 28, 2014 03:40 PM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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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 documents previously filed with the Board under Recordation Number 31054.

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:

125 covered hopper railcars marked and numbered within the series AOKX 492494 to AOKX 496474, as set forth in the attachment to the document.

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 August 12, 2013, and Schedule No. 1 thereto (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to PyraMax Ceramics, LLC.

B. A Memorandum of Lease was filed with respect to Schedule No. 1 with the U.S. Surface Transportation Board on January 13, 2014, under recordation number 31054.

C. An Amendment to Memorandum of Lease was filed with respect to Schedule No. 1 with the U.S. Surface Transportation Board on February 28, 2014, under recordation number 31054-A.

D. 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.

E. 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.

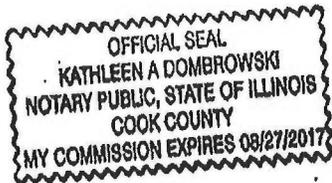
FIRST UNION RAIL CORPORATION

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.

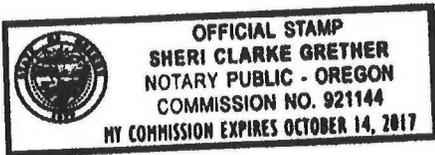
GREENBRIER LEASING COMPANY LLC

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



**SCHEDULE I**

**RAILCAR LIST**

One hundred twenty-five (125) 3,250 cubic foot covered hopper railcars marked and numbered as follows:

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	492494	AOKX	494391
AOKX	492692	AOKX	494915
AOKX	492714	AOKX	494916
AOKX	492758	AOKX	494918
AOKX	492768	AOKX	494919
AOKX	492786	AOKX	494921
AOKX	492808	AOKX	494922
AOKX	492818	AOKX	494923
AOKX	492871	AOKX	494924
AOKX	492883	AOKX	494925
AOKX	492891	AOKX	494926
AOKX	492896	AOKX	494927
AOKX	492911	AOKX	494928
AOKX	492919	AOKX	494929
AOKX	492928	AOKX	494931
AOKX	492943	AOKX	494932
AOKX	492945	AOKX	494933
AOKX	492963	AOKX	494934
AOKX	492976	AOKX	494935
AOKX	493007	AOKX	494936
AOKX	493012	AOKX	494937
AOKX	493013	AOKX	494938
AOKX	493035	AOKX	494939
AOKX	493045	AOKX	494940
AOKX	493060	AOKX	494941
AOKX	494153	AOKX	494942
AOKX	494167	AOKX	494943
AOKX	494187	AOKX	494944
AOKX	494223	AOKX	494945
AOKX	494262	AOKX	494946
AOKX	494278	AOKX	494947
AOKX	494319	AOKX	494948
AOKX	494333	AOKX	494952
AOKX	494353	AOKX	494954
AOKX	494362	AOKX	494955
AOKX	494370	AOKX	494956

*[continues on following page]*

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	494957	AOKX	495059
AOKX	494960	AOKX	495062
AOKX	494961	AOKX	496384
AOKX	494975	AOKX	496392
AOKX	494978	AOKX	496395
AOKX	494980	AOKX	496402
AOKX	494981	AOKX	496403
AOKX	494986	AOKX	496405
AOKX	494989	AOKX	496406
AOKX	494990	AOKX	496424
AOKX	494991	AOKX	496430
AOKX	494992	AOKX	496431
AOKX	494993	AOKX	496432
AOKX	494994	AOKX	496436
AOKX	494995	AOKX	496441
AOKX	494996	AOKX	496446
AOKX	494997	AOKX	496447
AOKX	494999	AOKX	496449
AOKX	495000	AOKX	496451
AOKX	495001	AOKX	496454
AOKX	495002	AOKX	496458
AOKX	495003	AOKX	496461
AOKX	495004	AOKX	496468
AOKX	495011	AOKX	496470
AOKX	495012	AOKX	496473
AOKX	495013	AOKX	496474
AOKX	495053	<b>Total</b>	<b>125 Cars</b>

**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*

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Edward M. Luria