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

February 23, 2015

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 of Schedule No. 21 to Lease Agreement, dated as of February 20, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 21 previously filed with the Board under Recordation Number 31519.

The names and addresses of the parties to the enclosed document are:

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Assignee:	Fifth Third Equipment Finance Company 38 Fountain Square Plaza Cincinnati, OH 45263
[Lessee:	EOG Resources, Inc. 1111 Bagby, Sky Lobby 2 Houston, Texas 77002]

Section Chief
February 23, 2015
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A description of the equipment covered by the enclosed document is:

100 railcars within the series AOKX 480333 – AOKX 499849 as more particularly set forth on the attachment to the document.

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

Memorandum of Assignment and Assumption of Schedule No. 21 to Lease Agreement.

Also enclosed is a check in the amount of \$43.00 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,


for
Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF
SCHEDULE NO. 21 TO LEASE AGREEMENT

between

GREENBRIER LEASING COMPANY LLC,
("ASSIGNOR")

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY,
("ASSIGNEE")

FEBRUARY 20, 2015

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF
SCHEDULE NO. 21 TO LEASE AGREEMENT**

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF SCHEDULE NO. 21 TO LEASE AGREEMENT is made and entered into as of February 20, 2015, 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. 21 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. 21 thereto executed October 13, 2014, effective as of September 7, 2014 (collectively, the “Lease”).

2. The Memorandum of Lease Agreement was filed and recorded as Recordation No. 31519 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on December 18, 2014, at 7:00 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 February 20, 2015.

4. Assignor has assigned to Assignee all right, title and interest of Assignor in and to Schedule No. 21 and the one hundred (100) covered hopper railcars identified on Exhibit A to the Memorandum of Lease Agreement under Recordation No. 31519 (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. 21 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. 21 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. 21 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. 21 to Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

GREENBRIER LEASING COMPANY LLC

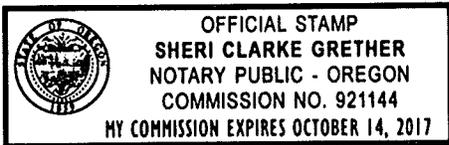
Name: *L S S*

By: Larry Stanley

Title: Senior Vice President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 18 day of February, 2015, before me appeared Larry Stanley, the person who signed this instrument, who acknowledged that ~~(s)~~he is the Senior Vice President of GREENBRIER LEASING COMPANY LLC and that, being duly authorized, ~~(s)~~he signed such instrument as a free act on behalf of said limited liability company.



Sheri Clarke Grether
NOTARY PUBLIC for the State of Oregon
My Commission Expires: October 14, 2017

[Assignor signature page]

[Schedule No. 21]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption of Schedule No. 21 to Lease Agreement to be executed as of the date first above written.

ASSIGNEE:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

Name: Gerald Whitfield

By: _____

Title: Gerald Whitfield, VP

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 20 day of Feb, 2015, before me appeared Gerald Whitfield, 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.

Paula D. McQueen
NOTARY PUBLIC for the State of Ohio
Residing at _____
My Commission Expires: _____



PAULA D. McQUEEN
Notary Public, State of Ohio
My Commission Expires
October 21, 2018

[Assignee signature page]

[Schedule No. 21]

EXHIBIT A

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	480333	AOKX	480417	AOKX	499725	AOKX	499793
AOKX	480372	AOKX	480418	AOKX	499726	AOKX	499795
AOKX	480373	AOKX	480419	AOKX	499727	AOKX	499796
AOKX	480374	AOKX	480420	AOKX	499728	AOKX	499797
AOKX	480375	AOKX	480421	AOKX	499729	AOKX	499798
AOKX	480376	AOKX	480422	AOKX	499730	AOKX	499799
AOKX	480377	AOKX	480423	AOKX	499731	AOKX	499800
AOKX	480378	AOKX	480424	AOKX	499732	AOKX	499801
AOKX	480379	AOKX	480425	AOKX	499733	AOKX	499803
AOKX	480380	AOKX	480426	AOKX	499734	AOKX	499804
AOKX	480381	AOKX	480427	AOKX	499735	AOKX	499806
AOKX	480382	AOKX	480428	AOKX	499736	AOKX	499810
AOKX	480383	AOKX	480429	AOKX	499737	AOKX	499811
AOKX	480384	AOKX	480430	AOKX	499738	AOKX	499812
AOKX	480385	AOKX	480431	AOKX	499739	AOKX	499813
AOKX	480386	AOKX	480432	AOKX	499740	AOKX	499814
AOKX	480387	AOKX	480433	AOKX	499741	AOKX	499815
AOKX	480388	AOKX	480434	AOKX	499743	AOKX	499834
AOKX	480389	AOKX	480435	AOKX	499744	AOKX	499843
AOKX	480390	AOKX	480436	AOKX	499745	AOKX	499844
AOKX	480391	AOKX	480437	AOKX	499746	AOKX	499845
AOKX	480403	AOKX	480438	AOKX	499747	AOKX	499846
AOKX	480414	AOKX	480439	AOKX	499748	AOKX	499847
AOKX	480415	AOKX	480440	AOKX	499749	AOKX	499848
AOKX	480416	AOKX	480441	AOKX	499750	AOKX	499849

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 23, 2015

Edward M. Luria

Edward M. Luria