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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
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May 28, 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, dated as of May 28, 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. 23 to Lease Agreement previously filed with the Board under Recordation Number 31671.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Assignee:	Railcar Holdings PAS I LLC 200 Park Avenue South, Suite 1511 New York, New York 10002
[Lessee:	EOG Resources, Inc. 1111 Bagby, Sky Lobby 2 Houston, Texas 77002]

Section Chief  
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A description of the equipment covered by the enclosed document is:

100 covered hopper railcars within the series AOKX 480855 – AOKX 481215 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 \$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,



Edward M. Luria

EML/sem  
Enclosures

### MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT dated as of May 28, 2015, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (“Greenbrier”), and RAILCAR HOLDINGS PAS I LLC, a Delaware limited liability company (“Railcar Holdings”).

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

A. Greenbrier, as lessor, has leased certain railroad cars more particularly described in Exhibit A attached hereto (the “Cars”) pursuant to that certain Lease Agreement dated as of May 9, 2011, effective October 1, 2010, as amended on July 31, 2013, and Schedule No. 23 thereto (the “Schedule”, and together with the Lease Agreement as it relates to the Schedule, each as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “Lease”) to EOG Resources, Inc.

B. A Memorandum of Lease was filed with respect to Schedule No. 23 with the U.S. Surface Transportation Board on April 10, 2015, under recordation number 31671.

C. Greenbrier and Railcar Holdings are parties to that certain Assignment Agreement dated May 28, 2015, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after May 28, 2015, and the Cars, to Railcar Holdings.

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.

[The remainder of this page has been intentionally left blank.]

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

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Railcar Holdings by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Railcar Holdings. I further declare under penalty of perjury that the foregoing is true and correct.*

RAILCAR HOLDINGS PAS I LLC

By: \_\_\_\_\_

Name: Jason Koenig

Title: Manager

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Greenbrier by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Greenbrier. I further declare under penalty of perjury that the foregoing is true and correct.*

GREENBRIER LEASING COMPANY LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Railcar Holdings by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Railcar Holdings. I further declare under penalty of perjury that the foregoing is true and correct.*

RAILCAR HOLDINGS PAS I LLC

By: \_\_\_\_\_  
Name: Jason Koenig  
Title: Manager

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Greenbrier by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Greenbrier. I further declare under penalty of perjury that the foregoing is true and correct.*

GREENBRIER LEASING COMPANY LLC

By: \_\_\_\_\_  
Name: J. T. Sharp  
Title: President

## EXHIBIT A

### RAILCARS

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	480855	AOKX	481128	AOKX	481167
AOKX	480862	AOKX	481129	AOKX	481168
AOKX	480901	AOKX	481130	AOKX	481169
AOKX	480912	AOKX	481131	AOKX	481170
AOKX	480915	AOKX	481132	AOKX	481173
AOKX	480925	AOKX	481133	AOKX	481178
AOKX	480926	AOKX	481134	AOKX	481179
AOKX	481045	AOKX	481135	AOKX	481181
AOKX	481051	AOKX	481136	AOKX	481182
AOKX	481062	AOKX	481137	AOKX	481183
AOKX	481074	AOKX	481138	AOKX	481184
AOKX	481093	AOKX	481139	AOKX	481185
AOKX	481096	AOKX	481140	AOKX	481187
AOKX	481103	AOKX	481141	AOKX	481188
AOKX	481105	AOKX	481142	AOKX	481190
AOKX	481107	AOKX	481143	AOKX	481191
AOKX	481108	AOKX	481145	AOKX	481192
AOKX	481110	AOKX	481146	AOKX	481193
AOKX	481112	AOKX	481147	AOKX	481194
AOKX	481113	AOKX	481148	AOKX	481195
AOKX	481114	AOKX	481149	AOKX	481196
AOKX	481115	AOKX	481150	AOKX	481197
AOKX	481116	AOKX	481151	AOKX	481198
AOKX	481117	AOKX	481152	AOKX	481199
AOKX	481118	AOKX	481153	AOKX	481201
AOKX	481119	AOKX	481154	AOKX	481203
AOKX	481120	AOKX	481155	AOKX	481204
AOKX	481121	AOKX	481156	AOKX	481205
AOKX	481122	AOKX	481157	AOKX	481210
AOKX	481123	AOKX	481158	AOKX	481212
AOKX	481124	AOKX	481159	AOKX	481213
AOKX	481125	AOKX	481160	AOKX	481215
AOKX	481126	AOKX	481162		
AOKX	481127	AOKX	481165	<b>Total</b>	<b>100 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: May 28, 2015

*Edward M. Luria*

\_\_\_\_\_  
Edward M. Luria