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

December 18, 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, dated as of December 18, 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. 1 previously filed with the Board under Recordation Number 31511.

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: First Union Rail Corporation  
6250 River Road, Suite 5000  
Rosemont, IL 60018

[Lessee: Halliburton Company  
10200 Bellaire Blvd  
Houston, TX 77072]

Section Chief  
December 18, 2014  
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A description of the equipment covered by the enclosed document is:

150 covered hopper railcars: HWCX 8401 – HWCX 8550, inclusive.

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,

  
for

Edward M. Luria

EML/cem  
Enclosures

**MEMORANDUM OF ASSIGNMENT**

This **MEMORANDUM OF ASSIGNMENT** dated as of December [18], 2014, is by and between **GREENBRIER LEASING COMPANY LLC**, an Oregon limited liability company ("**Assignor**"), and **FIRST UNION RAIL CORPORATION**, a North Carolina corporation ("**Assignee**").

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

A. Assignor, 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 June 1, 2014, and Schedule No. 1 thereto (Schedule No. 1, and the Lease Agreement as it pertains to Schedule No. 1, each as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Lease**") to Halliburton Company.

B. A Memorandum of Lease was filed with respect to Schedule No. 1 with the U.S. Surface Transportation Board on December 4, 2014, under recordation number 31511.

C. Assignor and Assignee are parties to that certain Assignment Agreement dated December [18], 2014 (the "**Closing Date**"), pursuant to which Assignor has assigned all of its rights, title and interest under the Lease, with respect to periods on and after Closing Date, and the Cars, to Assignee.

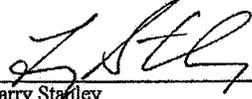
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both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

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment to be executed by their duly authorized officers as of the date first written above.

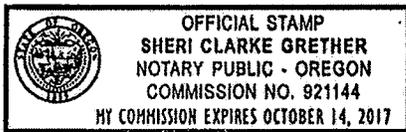
**GREENBRIER LEASING COMPANY LLC,**

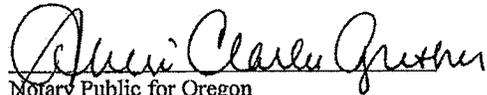
Assignor

By:   
Name: Larry Stanley  
Title: Senior Vice President

STATE OF OREGON            )  
  ) ss:  
COUNTY OF CLACKAMAS    )

On this 18 day of December, 2014, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that ~~she~~ is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~she~~ acknowledged that the execution of the said instrument was ~~her~~/his free act and deed.



  
Notary Public for Oregon  
My commission expires: October 14, 2017



**EXHIBIT A**

**RAILCARS**

One hundred fifty (150) newly-built 3,250 c.f. covered hoppers railcars, 286,000 GRL, marked and numbered HWCX 8401 through HWCX 8550, 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: 12/18/14

Edward M Luria  
Edward M. Luria