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RECORDATION NO. 30927-A  
FILED November 12, 2013 04:05 PM  
SURFACE TRANSPORTATION BOARD

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

November 12, 2013

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 Agreement, dated as November 12, 2013, 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. 12 previously filed with the board under Recordation Number 30927.

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

Transferor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Transferee:	MUL Greenbrier, LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
[Lessee:	EOG Resources, Inc. 31 Broad Oaks Drive Houston, Texas 77056]

Chief, Section of Administration  
November 12, 2013  
Page 2

A description of the railroad equipment covered by the enclosed document is:

200 covered hopper railcars: AOK 494309, AOK 495066 and within the series AOKX 492310 – AOKX 496479 as set forth in the attachment to the document.

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

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$42.00 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

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***MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC***

***AND***

***MUL GREENBRIER, LLC***

***NOVEMBER 12, 2013***

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Memorandum of Assignment and Assumption Agreement made and entered into as of November 12, 2013, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company (“Assignor”), and MUL Greenbrier, LLC, a Delaware limited liability company (“Assignee”).

W I T N E S S E T H:

1. Assignor, as Lessor, leased to EOG Resources, Inc. (“Lessee”) two hundred (200) 3,250 cf covered hopper railcars, marked and numbered as indicated on Exhibit A hereto (the “Cars”), pursuant to that certain Lease Agreement dated May 9, 2011 and effective as of October 1, 2010, as amended by Amendment No. 1 effective as of July 31, 2013 (the “Lease Agreement”), and Schedule No. 12 thereto dated September 19, 2013 and effective as of August 1, 2013 (Schedule No. 12 and the Lease Agreement as it relates to Schedule No. 12 collectively, the “Lease”).
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 30927 on September 20, 2013 at 8:00 a.m.
3. Assignor has agreed to sell and assign to Assignee and Assignee has agreed to purchase and assume from Assignor certain interests under the Lease, and the Cars, and this Memorandum of Assignment is being filed with the STB to reflect such assignment and assumption.
4. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

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

GREENBRIER LEASING COMPANY LLC

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

Title: JIM SHARP, PRESIDENT

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

MUL GREENBRIER, LLC

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

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

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

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

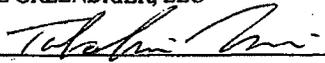
GREENBRIER LEASING COMPANY LLC

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

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

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

MUL GREENBRIER, LLC

By: 

Title: President

**EXHIBIT A**

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOK	494309	AOKX	495075	AOKX	495900	AOKX	496396
AOK	495066	AOKX	495274	AOKX	495905	AOKX	496398
AOKX	492310	AOKX	495280	AOKX	495906	AOKX	496399
AOKX	492334	AOKX	495293	AOKX	495907	AOKX	496400
AOKX	492357	AOKX	495296	AOKX	495914	AOKX	496401
AOKX	492358	AOKX	495297	AOKX	495919	AOKX	496404
AOKX	492359	AOKX	495299	AOKX	495933	AOKX	496407
AOKX	492433	AOKX	495327	AOKX	495939	AOKX	496408
AOKX	492461	AOKX	495341	AOKX	495944	AOKX	496409
AOKX	492523	AOKX	495347	AOKX	495946	AOKX	496411
AOKX	492531	AOKX	495460	AOKX	495950	AOKX	496412
AOKX	492613	AOKX	495467	AOKX	495951	AOKX	496414
AOKX	492906	AOKX	495570	AOKX	495952	AOKX	496415
AOKX	492910	AOKX	495573	AOKX	495953	AOKX	496418
AOKX	492922	AOKX	495576	AOKX	495957	AOKX	496420
AOKX	492926	AOKX	495580	AOKX	495961	AOKX	496423
AOKX	492942	AOKX	495581	AOKX	495966	AOKX	496425
AOKX	493018	AOKX	495609	AOKX	495967	AOKX	496426
AOKX	493026	AOKX	495686	AOKX	495968	AOKX	496427
AOKX	493029	AOKX	495692	AOKX	495972	AOKX	496428
AOKX	493057	AOKX	495693	AOKX	495973	AOKX	496429
AOKX	493083	AOKX	495694	AOKX	495976	AOKX	496433
AOKX	494172	AOKX	495701	AOKX	495977	AOKX	496434
AOKX	494349	AOKX	495705	AOKX	495978	AOKX	496435
AOKX	494371	AOKX	495724	AOKX	495981	AOKX	496437
AOKX	494375	AOKX	495727	AOKX	495982	AOKX	496438
AOKX	494378	AOKX	495728	AOKX	495983	AOKX	496439
AOKX	494865	AOKX	495730	AOKX	495985	AOKX	496440
AOKX	494868	AOKX	495733	AOKX	495989	AOKX	496442
AOKX	494870	AOKX	495737	AOKX	496000	AOKX	496443
AOKX	494872	AOKX	495739	AOKX	496010	AOKX	496445
AOKX	494873	AOKX	495744	AOKX	496015	AOKX	496448
AOKX	494876	AOKX	495747	AOKX	496016	AOKX	496450
AOKX	494877	AOKX	495748	AOKX	496022	AOKX	496453
AOKX	494880	AOKX	495750	AOKX	496024	AOKX	496455
AOKX	494882	AOKX	495751	AOKX	496025	AOKX	496457
AOKX	494884	AOKX	495753	AOKX	496026	AOKX	496459
AOKX	494890	AOKX	495754	AOKX	496037	AOKX	496462
AOKX	494891	AOKX	495755	AOKX	496038	AOKX	496464
AOKX	494892	AOKX	495760	AOKX	496039	AOKX	496465
AOKX	494893	AOKX	495761	AOKX	496053	AOKX	496466
AOKX	494896	AOKX	495762	AOKX	496380	AOKX	496467

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	494903	AOKX	495866	AOKX	496381	AOKX	496469
AOKX	494904	AOKX	495872	AOKX	496382	AOKX	496471
AOKX	494905	AOKX	495874	AOKX	496383	AOKX	496472
AOKX	494914	AOKX	495883	AOKX	496385	AOKX	496475
AOKX	495054	AOKX	495885	AOKX	496386	AOKX	496476
AOKX	495058	AOKX	495887	AOKX	496387	AOKX	496477
AOKX	495061	AOKX	495895	AOKX	496391	AOKX	496478
AOKX	495068	AOKX	495897	AOKX	496393	AOKX	496479
<b>200 railcars</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: November 12, 2013

*Edward M Luria*

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Edward M. Luria