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

November 26, 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 and Assumption Agreement, dated as of November 25, 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. 5 previously filed with the board under Recordation Number 31471.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 400 Lake Oswego, OR 97035
Assignee:	MUL Railcars Leasing, LLC C/o Mitsubishi UFJ Lease & Finance Co. Ltd. 5-1, Marunouchi, 1-Chome Chiyodaku, Tokyo 100-6525 Japan
[Lessee:	Superior Silica Sands LLC 6000 Western Place, Suite 465 Fort Worth, TX 76107]

Chief, Section of Administration

November 26, 2014

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

67 covered hopper railcars AOKX 480234 - AOKX 480268 and within the series AOKX 480309 – AOKX 480349 as set forth in the attachment to the document.

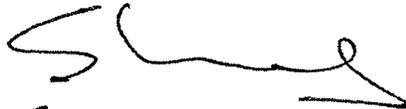
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

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

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

MUL RAILCARS LEASING, LLC

November 25, 2014

Memorandum of Assignment and Assumption Agreement (this "Memorandum") made and entered into as of November 25, 2014, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and MUL Railcars Leasing, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

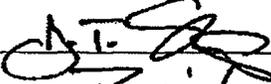
1. Assignor, as lessor, leased to Superior Silica Sands LLC, as lessee ("Lessee"), sixty-seven (67) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as indicated in the Rail Equipment List attached hereto as Exhibit A (the "Cars"), pursuant to that certain Lease Agreement dated as of March 1, 2014 (the "Lease Agreement"), and Schedule No. 5 thereto dated as of April 15, 2014 (Schedule No. 5 and the Lease Agreement as it relates to Schedule No. 5 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31471 on November 12, 2014 at 4:43 p.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 is being filed with the STB to reflect such assignment and assumption.
4. This Memorandum 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: 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 RAILCARS LEASING, 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.

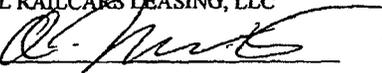
GREENBRIER LEASING COMPANY LLC

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 RAILCARS LEASING, LLC

By:  _____

Title: President

EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
AOKX	480234	AOKX	480268
AOKX	480235	AOKX	480309
AOKX	480236	AOKX	480310
AOKX	480237	AOKX	480311
AOKX	480238	AOKX	480312
AOKX	480239	AOKX	480313
AOKX	480240	AOKX	480314
AOKX	480241	AOKX	480315
AOKX	480242	AOKX	480316
AOKX	480243	AOKX	480317
AOKX	480244	AOKX	480318
AOKX	480245	AOKX	480319
AOKX	480246	AOKX	480320
AOKX	480247	AOKX	480321
AOKX	480248	AOKX	480322
AOKX	480249	AOKX	480323
AOKX	480250	AOKX	480324
AOKX	480251	AOKX	480325
AOKX	480252	AOKX	480326
AOKX	480253	AOKX	480327
AOKX	480254	AOKX	480328
AOKX	480255	AOKX	480329
AOKX	480256	AOKX	480330
AOKX	480257	AOKX	480331
AOKX	480258	AOKX	480332
AOKX	480259	AOKX	480334
AOKX	480260	AOKX	480335
AOKX	480261	AOKX	480336
AOKX	480262	AOKX	480337
AOKX	480263	AOKX	480338
AOKX	480264	AOKX	480341
AOKX	480265	AOKX	480348
AOKX	480266	AOKX	480349
AOKX	480267	Total	67 Cars

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: 11/26/14

Edward M Luria
Edward M. Luria