

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

May 15, 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 an Memorandum of Assignment and Assumption Agreement, dated as of May 15, 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. T5 to Lease Agreement previously filed with the Board under Recordation Number 31701.

The name and address of the party to the enclosed document are:

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Assignee:	Aquarius Railcars, LLC c/o Mitsubishi UFJ 7815 NW 148th Street, 3-CMRE Miami Lakes, Florida 33016
Lessee	[EOG Resources, Inc. 1111 Bagby, Sky Lobby 2 Houston, Texas 77002]

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

100 tank railcars: GBRX 701860 – GBRX 701959, inclusive.

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,



Edward M. Luria

EML/sem  
Enclosures

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

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC***

***AND***

***AQUARIUS RAILCARS, LLC***

***MAY 15, 2015***

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Memorandum of Assignment and Assumption Agreement (this "Memorandum") made and entered into as of May 15, 2015, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and Aquarius, 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., as lessee ("Lessee"), one hundred (100) 29,500 gallon capacity, DOT 111A100W1 tank railcars, 286,000 lbs. GRL, marked and numbered GBRX 701860 through GBRX 701959, inclusive (the "Cars"), pursuant to that certain Lease Agreement executed May 9, 2011, effective as of October 1, 2010 (the "Lease Agreement"), as amended by that certain Amendment No. 1 to Lease Agreement effective July 31, 2013 (the "Lease Amendment"), and that certain Schedule No. T5 executed on April 29, 2015 and effective as of November 1, 2014 (the "Schedule" and the Schedule incorporating by reference the terms and conditions of the Lease Agreement, as amended by the Lease Amendment, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease under recordation number 31701 on May 4, 2015 at 8:30 a.m.
3. Assignor has agreed to sell and assign to Assignee and Assignee has agreed to purchase and assume from Assignor, the Cars and certain interests under the Lease, 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: EVP, 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.*

AQUARIUS RAILCARS, 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.*

AQUARIUS RAILCARS, LLC

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

Title: **President** \_\_\_\_\_

**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 15, 2015

*Edward M. Luria*

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Edward M. Luria