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May 27, 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 Partial Assignment, dated as of May 26, 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. 25 to Lease Agreement previously filed with the Board under Recordation Number 31722.

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

Transferor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Transferee:	FirstMerit Equipment Finance, Inc. 106 S. Main Street TOW 90/8th Floor Akron, OH 44333
[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 covered hopper railcars within the series AOKX 480928 – AOKX
481459 as set forth in the attachment to the document.

A short summary of the document to appear in the index is:
Memorandum of Partial 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 PARTIAL ASSIGNMENT

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of May 26, 2015, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and FIRSTMERIT EQUIPMENT FINANCE, INC., a Ohio corporation ("FMEF").

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 executed on May 9, 2011, and effective as of October 1, 2010, and amended on July 31, 2013, and Schedule No. 25 thereto, executed October 13, 2014 (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. 25 with the U.S. Surface Transportation Board on May 6, 2015, under recordation number 31722.

C. Greenbrier and FMEF are parties to that certain Partial Assignment and Assumption Agreement dated May 26, 2015, pursuant to which Greenbrier has assigned certain of its right, title and interest under the Lease, as it pertains to periods on and after May 26, 2015, and the Cars, to FMEF.

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, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the date indicated below.

FIRSTMERIT EQUIPMENT FINANCE, INC.

By: 
Name: R. Timothy Ewans
Title: President

GREENBRIER LEASING COMPANY LLC

By: 
Name: Larry D. Stanley
Title: Sr. Vice President

EXHIBIT A

RAILCARS

One hundred (100) new 3,250 c.f. capacity, covered hopper railcars, 286,000 lbs. GRL, with three 30-inch circular loading hatches and two low-profile discharge gates, marked and numbered as follows:

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	480928	AOKX	481340	AOKX	481394	AOKX	481432
AOKX	481079	AOKX	481341	AOKX	481395	AOKX	481433
AOKX	481174	AOKX	481342	AOKX	481397	AOKX	481434
AOKX	481246	AOKX	481343	AOKX	481398	AOKX	481435
AOKX	481251	AOKX	481344	AOKX	481399	AOKX	481438
AOKX	481254	AOKX	481345	AOKX	481400	AOKX	481439
AOKX	481255	AOKX	481346	AOKX	481401	AOKX	481440
AOKX	481259	AOKX	481347	AOKX	481402	AOKX	481441
AOKX	481297	AOKX	481348	AOKX	481403	AOKX	481442
AOKX	481324	AOKX	481349	AOKX	481404	AOKX	481443
AOKX	481325	AOKX	481350	AOKX	481405	AOKX	481444
AOKX	481326	AOKX	481351	AOKX	481406	AOKX	481446
AOKX	481327	AOKX	481352	AOKX	481407	AOKX	481447
AOKX	481328	AOKX	481359	AOKX	481408	AOKX	481448
AOKX	481329	AOKX	481365	AOKX	481409	AOKX	481449
AOKX	481330	AOKX	481370	AOKX	481410	AOKX	481450
AOKX	481331	AOKX	481374	AOKX	481412	AOKX	481451
AOKX	481332	AOKX	481384	AOKX	481414	AOKX	481452
AOKX	481333	AOKX	481385	AOKX	481425	AOKX	481453
AOKX	481334	AOKX	481386	AOKX	481426	AOKX	481454
AOKX	481335	AOKX	481388	AOKX	481427	AOKX	481455
AOKX	481336	AOKX	481389	AOKX	481428	AOKX	481456
AOKX	481337	AOKX	481391	AOKX	481429	AOKX	481457
AOKX	481338	AOKX	481392	AOKX	481430	AOKX	481458
AOKX	481339	AOKX	481393	AOKX	481431	AOKX	481459

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 27, 2015

Edward M. Luria

Edward M. Luria