



Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

April 1, 2014

RECORDATION NO. 31146 FILED

APR 03 '14 -3 37 PM

VIA FEDERAL EXPRESS

SURFACE TRANSPORTATION BOARD

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 are one (1) original and four (4) photocopies of a Memorandum of Schedule No. 13 dated as of March 6, 2014 and effective January 1, 2014, to Lease Agreement dated as of May 9, 2011, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$44 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: EOG Resources, Inc.
1111 Bagby, Sky Lobby 2
Houston, TX 77002

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

One hundred (100) 3,250 c.f. capacity covered hopper railcars, marked and numbered within the series AOKX 497458 to AOKX 497567, as more particularly set forth in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
April 1, 2014
Page 2

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 13.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheri Grether".

Sheri Clarke Grether
Senior Paralegal

SCG:ms
Enclosures

cc: Edward M. Luria, Esq.

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JUNIOR TRANSPORTATION BOARD

MEMORANDUM OF SCHEDULE NO. 13

TO LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

EOG RESOURCES, INC. ("LESSEE")

EFFECTIVE: JANUARY 1, 2014

Memorandum of Schedule No. 13 dated as of March 6, 2014 and effective as of January 1, 2014, to a Lease Agreement made and entered into May 9, 2011 and effective October 1, 2010, and amended effective July 31, 2013, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and EOG Resources, Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred (100) 3,250 c.f. capacity covered hopper railcars, bearing reporting marks and numbers as set forth on Exhibit A hereto.
2. Schedule No. 13 to the Lease Agreement shall be effective as of January 1, 2014, and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 13, as each may be amended from time to time.

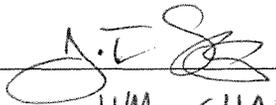
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

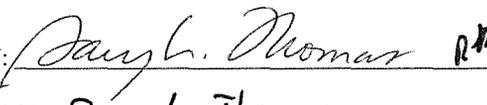
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

EOG RESOURCES, INC.

BY: 

BY:  RT

NAME: JIM SHARP

NAME: Gary L. Thomas

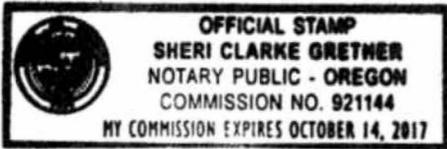
TITLE: PRESIDENT

TITLE: Chief Operating Officer

PRC

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 6th day of March, 2014, before me personally appeared J.T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: October 14, 2017

STATE OF Texas)
) ss.
COUNTY OF Harris)

On this 27th day of February, 2014, before me personally appeared Gary D. Thomas, Chief Operating Officer to me personally known, who being by me duly sworn, says that s/he is the Chief Operating Officer of EOG Resources, Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Cynthia Jenko Walton
NOTARY PUBLIC
My commission expires: 7/11/2015

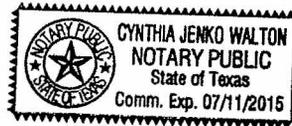


EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	497458	AOKX	497493	AOKX	497518	AOKX	497543
AOKX	497469	AOKX	497494	AOKX	497519	AOKX	497544
AOKX	497470	AOKX	497495	AOKX	497520	AOKX	497545
AOKX	497471	AOKX	497496	AOKX	497521	AOKX	497546
AOKX	497472	AOKX	497497	AOKX	497522	AOKX	497547
AOKX	497473	AOKX	497498	AOKX	497523	AOKX	497548
AOKX	497474	AOKX	497499	AOKX	497524	AOKX	497549
AOKX	497475	AOKX	497500	AOKX	497525	AOKX	497550
AOKX	497476	AOKX	497501	AOKX	497526	AOKX	497551
AOKX	497477	AOKX	497502	AOKX	497527	AOKX	497552
AOKX	497478	AOKX	497503	AOKX	497528	AOKX	497553
AOKX	497479	AOKX	497504	AOKX	497529	AOKX	497554
AOKX	497480	AOKX	497505	AOKX	497530	AOKX	497555
AOKX	497481	AOKX	497506	AOKX	497531	AOKX	497556
AOKX	497482	AOKX	497507	AOKX	497532	AOKX	497557
AOKX	497483	AOKX	497508	AOKX	497533	AOKX	497558
AOKX	497484	AOKX	497509	AOKX	497534	AOKX	497559
AOKX	497485	AOKX	497510	AOKX	497535	AOKX	497560
AOKX	497486	AOKX	497511	AOKX	497536	AOKX	497561
AOKX	497487	AOKX	497512	AOKX	497537	AOKX	497562
AOKX	497488	AOKX	497513	AOKX	497538	AOKX	497563
AOKX	497489	AOKX	497514	AOKX	497539	AOKX	497564
AOKX	497490	AOKX	497515	AOKX	497540	AOKX	497565
AOKX	497491	AOKX	497516	AOKX	497541	AOKX	497566
AOKX	497492	AOKX	497517	AOKX	497542	AOKX	497567
						Total	100 Cars