

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company, LLC

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

RECORDATION NO. 31281 FILED

July 1, 2014

JUL 07 '14 -2 46 PM

JURISDICTION TRANSPORTATION BOARD

VIA FEDERAL EXPRESS

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 two (2) originals and three (3) photocopies of a Memorandum of Railcar Lease Rider No. 2 dated January 15, 2014, to Lease Agreement dated September 1, 2005, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Payment for the required recordation fee of \$44.00 USD is also enclosed.

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: Union Pacific Railroad Company
1400 Douglas Street, Stop 0780
Omaha, NE 68179

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

One hundred (100) 5200 cubic foot, 286,000 lbs gross rail limit, covered hopper railcars marked and numbered: AOK 67150 through AOK 67399, non-inclusive, 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.

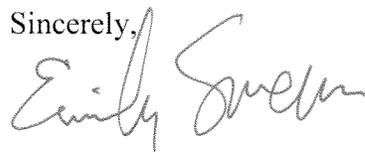
Section Chief
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Railcar Lease Rider No. 2

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Emily Swensen".

Emily Swensen
Paralegal
(503) 670-3113

ERS:ms
Enclosures

cc: Edward M. Luria, Esq.

MEMORANDUM OF RAILCAR LEASE

JUL 07 '14 -2 46 PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of the 15th day of January, 2014, is made by GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 (the "Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, with an address at 1400 Douglas Street, Stop 780, Omaha, NE 68179 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Lease Agreement (the "Master Lease") dated as of September 1, 2005 and Rider No. 02 thereto dated as of January 15, 2014 (the "Rider"; the Rider and the Master Lease to the extent relating to the Rider, are hereinafter referred to as the "Lease") pursuant to which Lessor has leased to Lessee one hundred (100) 5200 cubic foot, 286,000 lbs gross rail limit, covered hopper railcars bearing marks and numbers listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and their respective interests therein as lessor and lessee and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor confirms the lease of the Equipment by the Lessor to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms the same..

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

GREENBRIER LEASING COMPANY LLC

By: [Signature]
Name: J. T. Sharp
Title: President

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

UNION PACIFIC RAILROAD COMPANY

By: [Signature]
Name: William J Schmelzer
Title: Director, Strategic Sourcing

Schedule A

REPORTING MARKS AND NUMBERS

Car Mark	Car Number						
AOK	67150	AOK	67196	AOK	67221	AOK	67257
AOK	67152	AOK	67197	AOK	67222	AOK	67258
AOK	67153	AOK	67198	AOK	67223	AOK	67259
AOK	67154	AOK	67199	AOK	67224	AOK	67269
AOK	67155	AOK	67200	AOK	67225	AOK	67292
AOK	67160	AOK	67201	AOK	67226	AOK	67294
AOK	67161	AOK	67202	AOK	67228	AOK	67299
AOK	67163	AOK	67203	AOK	67229	AOK	67300
AOK	67166	AOK	67204	AOK	67230	AOK	67301
AOK	67167	AOK	67205	AOK	67235	AOK	67310
AOK	67168	AOK	67206	AOK	67236	AOK	67385
AOK	67169	AOK	67207	AOK	67237	AOK	67386
AOK	67171	AOK	67208	AOK	67238	AOK	67387
AOK	67172	AOK	67209	AOK	67239	AOK	67388
AOK	67173	AOK	67210	AOK	67241	AOK	67389
AOK	67183	AOK	67211	AOK	67242	AOK	67390
AOK	67184	AOK	67212	AOK	67243	AOK	67391
AOK	67188	AOK	67213	AOK	67244	AOK	67392
AOK	67189	AOK	67214	AOK	67245	AOK	67393
AOK	67190	AOK	67215	AOK	67246	AOK	67394
AOK	67191	AOK	67216	AOK	67247	AOK	67395
AOK	67192	AOK	67217	AOK	67248	AOK	67396
AOK	67193	AOK	67218	AOK	67249	AOK	67397
AOK	67194	AOK	67219	AOK	67253	AOK	67398
AOK	67195	AOK	67220	AOK	67255	AOK	67399