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

February 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 Assignment and Assumption Agreement, dated as of February 27, 2015, 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. 7 previously filed with the Board under Recordation Number 31561.

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

Assignor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Assignee: MUL Railcars Leasing, LLC
c/o Mitsubishi UFJ
7815 NW 148th Street, 3-CMCRE
Miami Lakes, FL 33016

[Lessee: Superior Silica Sands LLC
6000 Western Place, Suite 465
Fort Worth, TX 76107]

Section Chief
February 27, 2015
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A description of the equipment covered by the enclosed document is:

67 railcars within the series AOKX 480541 – AOKX 480646 as more particularly set forth on 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,


for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

MUL RAILCARS LEASING, LLC

FEBRUARY 27, 2015

Memorandum of Assignment and Assumption Agreement (this "Memorandum") made and entered into as of February 27, 2015, 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:

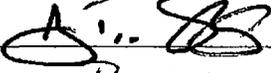
1. Assignor, as lessor, leased to Superior Silica Sands LLC, as lessee ("Lessee"), sixty-seven (67) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as indicated in the Rail Equipment List attached hereto as Exhibit A (the "Cars"), pursuant to that certain Lease Agreement made as of March 1, 2014 (the "Lease Agreement"), and Schedule No. 7 thereto dated as of April 15, 2014 (Schedule No. 7 and the Lease Agreement as it relates to Schedule No. 7 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31561 on January 13, 2015 at 08:00 a.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.

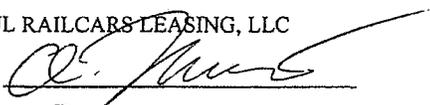
GREENBRIER LEASING COMPANY LLC

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	Mark	Number	Mark	Number
AOKX	480541	AOKX	480558	AOKX	480577	AOKX	480631
AOKX	480542	AOKX	480559	AOKX	480578	AOKX	480632
AOKX	480543	AOKX	480560	AOKX	480579	AOKX	480633
AOKX	480544	AOKX	480562	AOKX	480580	AOKX	480634
AOKX	480545	AOKX	480563	AOKX	480581	AOKX	480635
AOKX	480546	AOKX	480565	AOKX	480582	AOKX	480636
AOKX	480547	AOKX	480566	AOKX	480583	AOKX	480637
AOKX	480548	AOKX	480567	AOKX	480584	AOKX	480638
AOKX	480549	AOKX	480568	AOKX	480605	AOKX	480639
AOKX	480550	AOKX	480569	AOKX	480606	AOKX	480640
AOKX	480551	AOKX	480570	AOKX	480607	AOKX	480641
AOKX	480552	AOKX	480571	AOKX	480608	AOKX	480642
AOKX	480553	AOKX	480572	AOKX	480609	AOKX	480643
AOKX	480554	AOKX	480573	AOKX	480610	AOKX	480644
AOKX	480555	AOKX	480574	AOKX	480611	AOKX	480645
AOKX	480556	AOKX	480575	AOKX	480629	AOKX	480646
AOKX	480557	AOKX	480576	AOKX	480630		

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: February 27, 2015

Edward M. Luria

Edward M. Luria