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RECORDATION NO. 31302-A
FILED AUGUST 15, 2014 05:48 PM
SURFACE TRANSPORTATION BOARD

August 15, 2014

VIA ELECTRONIC FILING

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street SW
Washington, DC 20423-0001

Re: Recordation of Documents – Rail
Secondary Document
Owner/Assignor: Greenbrier Leasing Company LLC
Assignee: Fifth Third Equipment Finance Company
Memorandum of Assignment and Assumption of Schedule No. 16 to Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Assignment and Assumption of Schedule No. 16 to Lease Agreement, dated August 15, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177. The primary document to which this is connected is recorded under Recordation No. 31302.

The enclosed document relates to a Memorandum of Schedule No. 16 to Lease Agreement filed July 30, 2014 under Recordation No. 31302.

We request that the document be recorded under Recordation No. 31302-A.

The enclosed Memorandum of Assignment and Assumption of Schedule No. 16 to Lease Agreement is an assignment by Greenbrier Leasing Company LLC ("Assignor") to Fifth Third Equipment Finance Company ("Assignee") of Lease Schedule No. 16, date 23 April, 2014, to be effective April 1, 2014, covering seventy-five 3,250 c.f. capacity covered hopper railcars within the series AOKX 498654 – AOKX 498786:

DWT 24643160v1 0058820-000316

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Chief, Section of Administration
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The names and addresses of the parties to the document are as follows:

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

Assignee: Fifth Third Equipment Finance Company
MD10904A
38 Fountain Square Plaza
Cincinnati, OH 45263

(a) A description of the equipment covered by the document follows:

**75 covered hopper railcars within the series AOKX 498654 – AOKX 498786
as set forth in the attachment to the document.**

A short summary of the document to appear in the index as follows:

Secondary Document: Memorandum of Assignment and Assumption of Schedule No. 16 to Lease Agreement, dated August 15, 2014, between Greenbrier Leasing Company LLC, as owner and assignor, and Fifth Third Equipment Finance Company, as assignee, covering the 75 covered hopper railcars within the series AOKX 498654 – AOKX 498786.

This document does not contain a hereafter acquired clause.

A check in the amount of \$44.00 is being remitted. Please return the recorded document to:

Richard J. Schroeder
Davis Wright Tremaine LLP
1201 3rd Avenue, Suite 2200
Seattle, WA 98101

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures

RECORDATION NO. 31302-A
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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF
SCHEDULE NO. 16 TO LEASE AGREEMENT

between

GREENBRIER LEASING COMPANY LLC,
("ASSIGNOR")

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY,
("ASSIGNEE")

AUGUST 15, 2014

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF
SCHEDULE NO. 16 TO LEASE AGREEMENT**

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF SCHEDULE NO. 16 TO LEASE AGREEMENT is made and entered into as of August 15, 2014, by and between **GREENBRIER LEASING COMPANY LLC** ("Assignor") and **FIFTH THIRD EQUIPMENT FINANCE COMPANY** ("Assignee").

1. Assignor as lessor and EOG Resources, Inc., as lessee ("Lessee") have heretofore entered into that certain Memorandum of Schedule No. 16 to Lease Agreement (the "Memorandum of Lease Agreement") pertaining to the seventy-five (75) covered hopper railcars described therein leased pursuant to that certain Lease Agreement executed May 11, 2009 effective October 1, 2010 and Schedule No. 16 thereto executed April 23, 2014, effective as of April 1, 2014 (collectively, the "Lease").

2. The Memorandum of Lease Agreement was filed and recorded as Recordation No. 31302 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on July 30, 2014, at 12:45 p.m.

3. The interest of Greenbrier Leasing Company LLC as lessor was assigned to and the obligations of Lessor thereunder assumed by Fifth Third Equipment Finance Company ("New Lessor") pursuant to an Assignment and Assumption Agreement dated August 15, 2014.

4. Assignor has assigned to Assignee all right, title and interest of Assignor in and to Schedule No. 16 and the seventy-five (75) covered hopper railcars identified on Exhibit A to the Memorandum of Lease Agreement under Recordation No. 31302 (the Assigned Cars, as defined below).

5. Assignor and Assignee desire to confirm of record the assignment to, and the assumption by Assignee, of the rights of Assignor as Lessor in and to the Assigned Cars and the Lease.

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under Schedule No. 16 and the seventy-five (75) 3250 cu. ft. covered hopper railcars with marks and numbers set forth on Exhibit A hereto.

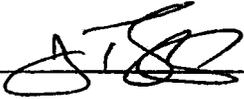
This Memorandum of Assignment and Assumption of Schedule No. 16 to Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Memorandum of Assignment and Assumption of Schedule No. 16 to Lease Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption of Schedule No. 16 to Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

GREENBRIER LEASING COMPANY LLC

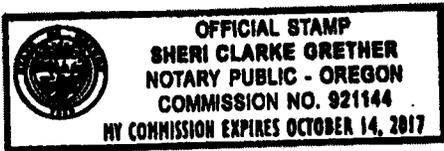
Name: 

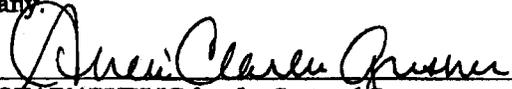
By: J. T. Sharp

Title: President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 14 day of August, 2014, before me appeared J.T. Sharp, the person who signed this instrument, who acknowledged that ~~(s)~~he is the President of GREENBRIER LEASING COMPANY LLC and that, being duly authorized, ~~(s)~~he signed such instrument as a free act on behalf of said limited liability company.




NOTARY PUBLIC for the State of Oregon
My Commission Expires: October 14, 2017

[Assignor signature page]

[Schedule No. 16]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption of Schedule No. 16 to Lease Agreement to be executed as of the date first above written.

ASSIGNEE:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

Name: *Robert Krafting*

By: Robert Krafting, VP

Title: _____

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 16th day of August, 2014, before me appeared Robert Krafting, the person who signed this instrument, who acknowledged that (s)he is the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Ellen J. Ratney
NOTARY PUBLIC for the State of Ohio
Residing at _____
My Commission Expires: _____



Ellen J. Ratney
Notary Public, State of Ohio
My Commission Expires 02-20-2019

[Assignee signature page]

[Schedule No. 16]

EXHIBIT A

Mark	Number	Mark	Number	Mark	Number
AOKX	498654	AOKX	498683	AOKX	498726
AOKX	498656	AOKX	498684	AOKX	498727
AOKX	498657	AOKX	498685	AOKX	498729
AOKX	498658	AOKX	498686	AOKX	498730
AOKX	498659	AOKX	498687	AOKX	498733
AOKX	498660	AOKX	498688	AOKX	498734
AOKX	498661	AOKX	498689	AOKX	498736
AOKX	498662	AOKX	498690	AOKX	498737
AOKX	498664	AOKX	498691	AOKX	498738
AOKX	498665	AOKX	498709	AOKX	498739
AOKX	498666	AOKX	498710	AOKX	498740
AOKX	498667	AOKX	498711	AOKX	498742
AOKX	498668	AOKX	498712	AOKX	498743
AOKX	498669	AOKX	498713	AOKX	498744
AOKX	498671	AOKX	498714	AOKX	498745
AOKX	498672	AOKX	498715	AOKX	498746
AOKX	498673	AOKX	498717	AOKX	498747
AOKX	498674	AOKX	498718	AOKX	498748
AOKX	498675	AOKX	498719	AOKX	498749
AOKX	498676	AOKX	498720	AOKX	498750
AOKX	498677	AOKX	498721	AOKX	498751
AOKX	498678	AOKX	498722	AOKX	498774
AOKX	498679	AOKX	498723	AOKX	498783
AOKX	498681	AOKX	498724	AOKX	498784
AOKX	498682	AOKX	498725	AOKX	498786