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

May 28, 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, dated as of May 28, 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. 24 to Lease Agreement previously filed with the Board under Recordation Number 31672.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Assignee:	Railcar Holdings PAS I LLC 200 Park Avenue South, Suite 1511 New York, New York 10002
[Lessee:	EOG Resources, Inc. 1111 Bagby, Sky Lobby 2 Houston, Texas 77002]

Section Chief
May 28, 2015
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A description of the equipment covered by the enclosed document is:

100 covered hopper railcars within the series AOKX 481214 – AOKX 481323 as set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of 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 ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT dated as of May 28, 2015, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and RAILCAR HOLDINGS PAS I LLC, a Delaware limited liability company ("Railcar Holdings").

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 dated May 9, 2011 and effective October 1, 2010, by and between EOG Resources, Inc. and Greenbrier as it pertains to the Cars (the "Lease Agreement"), and Schedule No. 24 thereto (the "Schedule", and together with the Lease Agreement as it relates to the Schedule, each 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. 24 with the U.S. Surface Transportation Board on April 10, 2015, under recordation number 31672.

C. Greenbrier and Railcar Holdings are parties to that certain Assignment Agreement dated May 28, 2015, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after May 28, 2015, and the Cars, to Railcar Holdings.

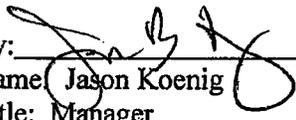
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both 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, the parties have caused this Memorandum of Assignment to be executed as of the first date herein above written.

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

RAILCAR HOLDINGS PAS I LLC

By: 
Name: Jason Koenig
Title: Manager

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

GREENBRIER LEASING COMPANY
LLC

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum of Assignment to be executed as of the first date herein above written.

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

RAILCAR HOLDINGS PAS I LLC

By: _____
Name: Jason Koenig
Title: Manager

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

GREENBRIER LEASING COMPANY
LLC

By: _____
Name: J. T. Sharp
Title: 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 AOKX 481214 to AOKX 481323, not inclusive, as follows:

<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>
AOKX	481214	AOKX	481240	AOKX	481273	AOKX	481299
AOKX	481216	AOKX	481241	AOKX	481274	AOKX	481300
AOKX	481217	AOKX	481242	AOKX	481275	AOKX	481301
AOKX	481218	AOKX	481243	AOKX	481276	AOKX	481302
AOKX	481219	AOKX	481244	AOKX	481277	AOKX	481303
AOKX	481220	AOKX	481245	AOKX	481278	AOKX	481304
AOKX	481221	AOKX	481247	AOKX	481279	AOKX	481305
AOKX	481222	AOKX	481248	AOKX	481280	AOKX	481306
AOKX	481223	AOKX	481249	AOKX	481281	AOKX	481307
AOKX	481224	AOKX	481250	AOKX	481282	AOKX	481308
AOKX	481225	AOKX	481252	AOKX	481283	AOKX	481309
AOKX	481226	AOKX	481253	AOKX	481284	AOKX	481310
AOKX	481227	AOKX	481257	AOKX	481285	AOKX	481311
AOKX	481228	AOKX	481260	AOKX	481286	AOKX	481312
AOKX	481229	AOKX	481261	AOKX	481287	AOKX	481313
AOKX	481230	AOKX	481262	AOKX	481288	AOKX	481314
AOKX	481231	AOKX	481264	AOKX	481289	AOKX	481315
AOKX	481232	AOKX	481265	AOKX	481290	AOKX	481316
AOKX	481233	AOKX	481266	AOKX	481291	AOKX	481317
AOKX	481234	AOKX	481267	AOKX	481292	AOKX	481318
AOKX	481235	AOKX	481268	AOKX	481293	AOKX	481319
AOKX	481236	AOKX	481269	AOKX	481294	AOKX	481320
AOKX	481237	AOKX	481270	AOKX	481295	AOKX	481321
AOKX	481238	AOKX	481271	AOKX	481296	AOKX	481322
AOKX	481239	AOKX	481272	AOKX	481298	AOKX	481323

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 28, 2015

Edward M. Luria

Edward M. Luria