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

January 28, 2016

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 January 26, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 3 previously filed with the Board under Recordation Number 32080.

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: FirstMerit Equipment Finance, Inc.  
106 S. Main Street TOW 90/8th Floor  
Akron, OH 44333

[Lessee: Holcim (US) Inc.  
6211 Ann Arbor Road  
Dundee, MI 48131]

Section Chief  
January 28, 2016  
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A description of the equipment covered by the enclosed document is:

154 covered hopper railcars: GNAX 2800 – GNAX 2953.

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 (this "Memorandum"), dated as of January 26, 2015, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and FIRSTMERIT EQUIPMENT FINANCE, INC., an Ohio corporation ("FMEF").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as lessor, has leased one hundred fifty-four (154) 3,250 cf covered hopper railcars, 286,000 lbs. GRL with three 30" circular loading hatches and 13"x42" discharge gates, bearing the marks and GNAX 2800 through GNAX 2953, inclusive (the "Cars") pursuant to that certain Schedule No. 3 dated as of April 1, 2012 (the "Schedule"), to that certain Lease Agreement made as of April 1, 2012 (the "Lease Agreement," and the Schedule incorporating by reference the terms and conditions of the Lease Agreement, the "Lease") to Holcim (US) Inc.

B. A Memorandum of Lease Agreement was filed with respect to Schedule No. 3 with the U.S. Surface Transportation Board on January 19, 2016, under recordation number 32080

C. Greenbrier and FMEF are parties to that certain Assignment and Assumption Agreement dated as of January 26, 2016, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after January 26, 2016, and the Cars, to FMEF.

E. 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, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed effective as of the date first indicated above.

FIRSTMERIT EQUIPMENT FINANCE, INC.

By: 

Name: R. Timothy Evans

Title: President

GREENBRIER LEASING COMPANY LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed effective as of the date first indicated above.

FIRSTMERIT EQUIPMENT FINANCE, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

GREENBRIER LEASING COMPANY LLC

By: LDH

Name: Larry D. Stanley

Title: Sr. Vice President

**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: January 28, 2016

*Edward M. Luria*

\_\_\_\_\_  
Edward M. Luria