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

August 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 August 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 Schedule No. T4 to Lease Agreement previously filed with the Board under Recordation Number 31700.

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 II LLC 200 Park Avenue South, Suite 1511 New York, New York 10002
[Lessee:	EOG Resources, Inc. 1111 Bagby, Sky Lobby 2 Houston, TX 77002]

Section Chief
August 28, 2015
Page 2

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

126 tank railcars: GBRX 702096 and GBRX 702345 - GBRX 702469,
inclusive.

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 August 28, 2015, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (“Greenbrier”), and RAILCAR HOLDINGS PAS II LLC, a Delaware limited liability company (“PAS II”).

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 as of October 1, 2010) between Greenbrier Leasing Company LLC and EOG Resources, Inc. (the “Lease Agreement”), and Schedule No. T4 thereto dated April 29, 2015 (and effective as of November 1, 2014) (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. T4 with the U.S. Surface Transportation Board on May 4, 2015, under recordation number 31700.

C. Greenbrier and PAS II are parties to that certain Assignment Agreement dated August 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 August 28, 2015, and the Cars, to PAS II.

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 PAS II LLC 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 PAS II LLC. I further declare under penalty of perjury that the foregoing is true and correct.

RAILCAR HOLDINGS PAS II LLC

By: ITE Management L.P., its Manager

By: 
Name: Jason Koenig
Title: President

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 PAS II LLC 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 PAS II LLC. I further declare under penalty of perjury that the foregoing is true and correct.

RAILCAR HOLDINGS PAS II LLC

By: ITE Management L.P., its Manager

By: _____
Name: Jason Koenig
Title: President

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

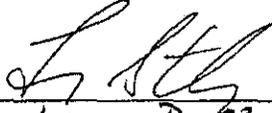
By: 
Name: Larry D. Stanley
Title: Sr. Vice President

EXHIBIT A

RAILCARS

One Hundred Twenty-Six (126) 29,500 gallon capacity, non-coiled, non-lined DOT 117A100W1 tank railcars, 286,000 lbs. GRL, with thermal protection system, High Flow reclosing PRV, 9/16” steel shell and ECP ready, marked and numbered as follows:

MARK	NUMBER								
GBRX	702096	GBRX	702369	GBRX	702394	GBRX	702419	GBRX	702444
GBRX	702345	GBRX	702370	GBRX	702395	GBRX	702420	GBRX	702445
GBRX	702346	GBRX	702371	GBRX	702396	GBRX	702421	GBRX	702446
GBRX	702347	GBRX	702372	GBRX	702397	GBRX	702422	GBRX	702447
GBRX	702348	GBRX	702373	GBRX	702398	GBRX	702423	GBRX	702448
GBRX	702349	GBRX	702374	GBRX	702399	GBRX	702424	GBRX	702449
GBRX	702350	GBRX	702375	GBRX	702400	GBRX	702425	GBRX	702450
GBRX	702351	GBRX	702376	GBRX	702401	GBRX	702426	GBRX	702451
GBRX	702352	GBRX	702377	GBRX	702402	GBRX	702427	GBRX	702452
GBRX	702353	GBRX	702378	GBRX	702403	GBRX	702428	GBRX	702453
GBRX	702354	GBRX	702379	GBRX	702404	GBRX	702429	GBRX	702454
GBRX	702355	GBRX	702380	GBRX	702405	GBRX	702430	GBRX	702455
GBRX	702356	GBRX	702381	GBRX	702406	GBRX	702431	GBRX	702456
GBRX	702357	GBRX	702382	GBRX	702407	GBRX	702432	GBRX	702457
GBRX	702358	GBRX	702383	GBRX	702408	GBRX	702433	GBRX	702458
GBRX	702359	GBRX	702384	GBRX	702409	GBRX	702434	GBRX	702459
GBRX	702360	GBRX	702385	GBRX	702410	GBRX	702435	GBRX	702460
GBRX	702361	GBRX	702386	GBRX	702411	GBRX	702436	GBRX	702461
GBRX	702362	GBRX	702387	GBRX	702412	GBRX	702437	GBRX	702462
GBRX	702363	GBRX	702388	GBRX	702413	GBRX	702438	GBRX	702463
GBRX	702364	GBRX	702389	GBRX	702414	GBRX	702439	GBRX	702464
GBRX	702365	GBRX	702390	GBRX	702415	GBRX	702440	GBRX	702465
GBRX	702366	GBRX	702391	GBRX	702416	GBRX	702441	GBRX	702466
GBRX	702367	GBRX	702392	GBRX	702417	GBRX	702442	GBRX	702467
GBRX	702368	GBRX	702393	GBRX	702418	GBRX	702443	GBRX	702468
								GBRX	702469

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: August 28, 2015

Edward M. Luria

Edward M. Luria