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

June 27, 2014

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 June 27, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 31228.

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

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

Assignee: MUL Railcars Leasing, LLC
C/O Mitsubishi UFJ Lease & Finance Co. Ltd.
5-1, Marunouchi, 1-Chome
Chiyodaku, Tokyo 100-6525 Japan

Section Chief
June 27, 2014
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A description of the railroad equipment covered by the enclosed document is:

100 railcars within the series AOKX 494953 – AOKX 497966 as set forth in 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 \$44.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

MUL RAILCARS LEASING, LLC

JUNE 27, 2014

Memorandum of Assignment and Assumption Agreement (this "Memorandum") made and entered into as of June 27, 2014, 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 assignee of Midwest Railcar Corporation), as Lessor, leased to US Silica Company ("Lessee") one hundred (100) 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 Full Service Master Lease Agreement made as of June 16, 2004 (the "Lease Agreement"), and Schedule #5 thereto dated as of December 23, 2013 (Schedule #5 and the Lease Agreement as it relates to Schedule #5 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31196 on May 7, 2014 at 7:30 a.m.
3. Assignor filed a Memorandum of Assignment of Railcar Leases with the STB with respect to the Lease, under recordation number 31196-A on May 7, 2014 at 7:30 a.m.
4. 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.
5. 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	494953	AOKX	496979	AOKX	497126	AOKX	497196
AOKX	494966	AOKX	496981	AOKX	497135	AOKX	497198
AOKX	494967	AOKX	496986	AOKX	497136	AOKX	497199
AOKX	494971	AOKX	496994	AOKX	497137	AOKX	497201
AOKX	496593	AOKX	496998	AOKX	497138	AOKX	497204
AOKX	496594	AOKX	497000	AOKX	497142	AOKX	497247
AOKX	496595	AOKX	497004	AOKX	497143	AOKX	497267
AOKX	496596	AOKX	497008	AOKX	497145	AOKX	497282
AOKX	496599	AOKX	497012	AOKX	497147	AOKX	497334
AOKX	496602	AOKX	497016	AOKX	497148	AOKX	497335
AOKX	496603	AOKX	497017	AOKX	497150	AOKX	497366
AOKX	496647	AOKX	497018	AOKX	497155	AOKX	497369
AOKX	496651	AOKX	497021	AOKX	497164	AOKX	497376
AOKX	496652	AOKX	497024	AOKX	497166	AOKX	497383
AOKX	496653	AOKX	497025	AOKX	497168	AOKX	497393
AOKX	496654	AOKX	497049	AOKX	497173	AOKX	497394
AOKX	496908	AOKX	497059	AOKX	497175	AOKX	497759
AOKX	496915	AOKX	497062	AOKX	497176	AOKX	497781
AOKX	496919	AOKX	497063	AOKX	497178	AOKX	497794
AOKX	496932	AOKX	497065	AOKX	497183	AOKX	497797
AOKX	496934	AOKX	497069	AOKX	497184	AOKX	497799
AOKX	496941	AOKX	497075	AOKX	497186	AOKX	497800
AOKX	496947	AOKX	497077	AOKX	497189	AOKX	497962
AOKX	496963	AOKX	497084	AOKX	497190	AOKX	497963
AOKX	496977	AOKX	497089	AOKX	497195	AOKX	497966

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: 6/27/14

Edward M Luria
Edward M. Luria