

RECORDATION NO.

27830-1
FILED

JUL 02 '09 -8 00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
FILSWORTH C. ALVORD (1964)

20036

OF COUNSEL
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July 2, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 July 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amendment No. 1 to Memorandum of Lease Agreement previously filed with the Board under Recordation Number 27830-A.

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: Mitsui Rail Capital, LLC
71 South Wacker Drive, Suite 1800
Chicago, IL 60606

Anne K. Quinlan, Esquire
July 2, 2009
Page 2

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

150 railcars: MBKX 101300 - MBKX 101449.

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 \$41.00 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 "Robert W. Alvord". The signature is fluid and cursive, with a prominent loop at the end.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

MITSUI RAIL CAPITAL, LLC

JULY 1, 2009

Memorandum of Assignment and Assumption Agreement made and entered into as of July 1, 2009, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and Mitsui Rail Capital, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Wedron Silica Company ("Lessee") one hundred fifty (150) 3,250 c.f. cement covered hopper railcars, marked and numbered MBKX 101300 through MBKX 101449, inclusive (the "Cars"), pursuant to that certain Lease Agreement dated October 1, 2008 (the "Lease Agreement"), and Schedule No. 2 thereto dated December 1, 2008, as amended (Schedule No. 2 and the Lease Agreement as it relates to Schedule No. 2 collectively, the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the Cars.
3. This Memorandum of Assignment Agreement 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.

GREENBRIER LEASING COMPANY LLC

By: 

Title: Vice President

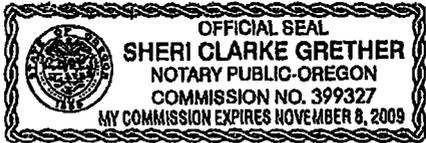
MITSUI RAIL CAPITAL, LLC

By: _____

Title: President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 24 day of JUN, 2009, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: 11-8-2009

STATE OF ILLINOIS)
) ss.
COUNTY OF _____)

On this ___ day of _____, 2009, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the President of Mitsui Rail Capital, LLC, and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

NOTARY PUBLIC
My commission expires: _____

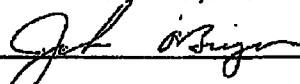
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

GREENBRIER LEASING COMPANY LLC

By: _____

Title: Vice President

MITSUI RAIL CAPITAL, LLC

By: 

Title: President

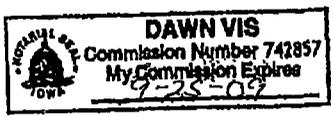
STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this ____ day of _____, 2009, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

NOTARY PUBLIC
My commission expires: _____

STATE OF Iowa)
) ss.
COUNTY OF Polk)

On this 1 day of July, 2009, before me personally appeared John Olson, to me personally known, who being by me duly sworn, says that s/he is the President of Mitsui Rail Capital, LLC, and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



Dawn Vis

NOTARY PUBLIC
My commission expires: 9-25-09

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

7/2/09



Robert W. Alvord