

***GREENBRIER***  
***LEASING COMPANY LLC***

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

June 4, 2012

RECORDATION NO. 30247 FILED

JUN 06 '12 -2 30 PM

VIA FEDERAL EXPRESS

**SURFACE TRANSPORTATION BOARD**

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 are three (3) originals and two (2) photocopies of a Memorandum of Schedule No. 5 dated as of May 31, 2012 and effective April 1, 2012, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: EOG Resources, Inc.  
31 Broad Oaks Drive  
Houston, TX 77056

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

One hundred (100) 3,250 c.f. capacity cement covered hopper railcars, bearing marks and numbers within the series AOKX 495188 to AOKX 495569, as more particularly set forth in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief  
Surface Transportation Board  
June 4, 2012  
Page 2

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 5.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is written in a cursive style with a large initial "S".

Sheri Clarke Grether  
Senior Paralegal

SCG:ms  
Enclosures

cc: Edward M. Luria, Esq.

REGISTRATION NO. 30247 RES

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SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF SCHEDULE NO. 5***

***TO LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC ("LESSOR")***

***AND***

***EOG RESOURCES, INC. ("LESSEE")***

***DATED: MAY 31, 2012***

***EFFECTIVE: APRIL 1, 2012***

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Memorandum of Schedule No. 5 dated as of May 31, 2012 and effective as of April 1, 2012, to a Lease Agreement made and entered into May 9, 2011 and effective October 1, 2010, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and EOG Resources, Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) newly built, 3,250 c.f. capacity covered hopper railcars, bearing reporting marks and numbers as set forth on Exhibit A hereto.
2. Schedule No. 5 to the Lease Agreement shall be effective as of April 1, 2012, and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 5, as each may be amended from time to time.

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

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

EOG RESOURCES, INC.

BY: [Signature]

BY: [Signature] *RLL*

NAME: J. T. Sharp

NAME: Gary L. Thomas

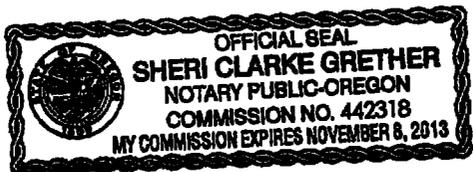
TITLE: President

TITLE: COO

*RLL*

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

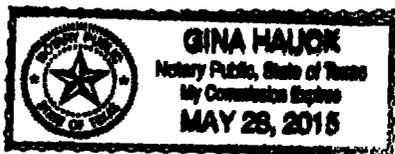
On this 31<sup>st</sup> day of May, 2012, before me personally appeared J. T. Sharp  
President, to me personally known, who being by me duly sworn, says that ~~s~~he is the  
signed on behalf of said company, and ~~s~~he acknowledged that the execution of the said instrument was ~~her~~ or his  
free act and deed.



Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: November 8, 2013

STATE OF TEXAS )  
 ) ss.  
COUNTY OF HARRIS )

On this 29 day of MAY, 2012, before me personally appeared \_\_\_\_\_  
GARY L THOMAS, to me personally known, who being by me duly sworn, says that s/he is the  
COO of EOG Resources, Inc. and that the foregoing instrument was signed on  
behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act  
and deed.



Gina Hauok  
NOTARY PUBLIC  
My commission expires: 5-28-2015

**EXHIBIT A**

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	495188	AOKX	495504	AOKX	495538
AOKX	495262	AOKX	495505	AOKX	495539
AOKX	495267	AOKX	495506	AOKX	495540
AOKX	495268	AOKX	495507	AOKX	495541
AOKX	495269	AOKX	495508	AOKX	495542
AOKX	495475	AOKX	495509	AOKX	495543
AOKX	495476	AOKX	495510	AOKX	495544
AOKX	495477	AOKX	495511	AOKX	495545
AOKX	495478	AOKX	495512	AOKX	495546
AOKX	495479	AOKX	495513	AOKX	495547
AOKX	495480	AOKX	495514	AOKX	495548
AOKX	495481	AOKX	495515	AOKX	495549
AOKX	495482	AOKX	495516	AOKX	495550
AOKX	495483	AOKX	495517	AOKX	495551
AOKX	495484	AOKX	495518	AOKX	495552
AOKX	495485	AOKX	495519	AOKX	495553
AOKX	495486	AOKX	495520	AOKX	495554
AOKX	495487	AOKX	495521	AOKX	495555
AOKX	495488	AOKX	495522	AOKX	495556
AOKX	495489	AOKX	495523	AOKX	495557
AOKX	495490	AOKX	495524	AOKX	495558
AOKX	495491	AOKX	495525	AOKX	495559
AOKX	495492	AOKX	495526	AOKX	495560
AOKX	495493	AOKX	495527	AOKX	495561
AOKX	495494	AOKX	495528	AOKX	495562
AOKX	495495	AOKX	495529	AOKX	495563
AOKX	495496	AOKX	495530	AOKX	495564
AOKX	495497	AOKX	495531	AOKX	495565
AOKX	495498	AOKX	495532	AOKX	495566
AOKX	495499	AOKX	495533	AOKX	495567
AOKX	495500	AOKX	495534	AOKX	495568
AOKX	495501	AOKX	495535	AOKX	495569
AOKX	495502	AOKX	495536		
AOKX	495503	AOKX	495537	<b>Total</b>	<b>100 Cars</b>