RECORDATION NO 30220-B
FILED
November 30 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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November 30, 3012

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 of Lease, dated as November 29, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the board under Recordation Number 30220.

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: Green Union III Trust
919 North Market Street, Suite 1600
Wilmington, DE 19801

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

100 railcars: AOKX 493155 - AOKX 493194 and AOKX 496745 - AOKX 496804.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of $42.00 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

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MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 29th day of November, 2012, is made by GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 ("Transferor"), and GREEN UNION III TRUST, a Delaware statutory trust, with an address at 919 North Market Street, Suite 1600, Wilmington, DE 19801 ("Transferee" and, together with Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of November 29, 2012 relating to the sale by Transferor to Transferee of one hundred (100) covered hopper railcars marked and numbered as set forth in Exhibit A hereto (the "Cars"), and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, Schedule No. 3 dated May 1, 2012 and effective as of April 23, 2012, as amended by Amendment No. 1 to Schedule No. 3 dated September 28, 2012 and effective as of April 23, 2012 (the "Schedule") to the Lease Agreement executed on January 31, 2012 and effective as of November 1, 2011, between Transferor, as Lessor, and FTS International Services, LLC, as Lessee (the "Lease Agreement"), and Transferor's right, title and interest in, and obligations under the Lease Agreement as it relates to the Cars, except as may be expressly otherwise provided in the Purchase Agreement;

WHEREAS, pursuant to the Purchase Agreement and an Assignment and Assumption Agreement of even date therewith (the "Assignment Agreement"), Assignee has acquired all of Assignor's interest in the Cars and Assignor's interest in the Schedule and the Lease Agreement as each relates to the Cars;

WHEREAS, a Memorandum of Lease Agreement with respect to the Lease Agreement and the Schedule (the "Memorandum") was filed with the Surface Transportation Board on May 16, 2012 at 2:56 p.m., and assigned recordation number 30220, and Amendment No. 1 to the Memorandum (the "Memorandum Amendment") was filed with the Surface Transportation Board on October 22, 2012 at 2:44 p.m., and assigned recordation number 30220-A; and

WHEREAS, the Memorandum was filed with the Registrar General of Canada on November 28, 2012 at 3:07 p.m., and the Memorandum Amendment was filed with the Registrar General of Canada on November 28, 2012 at 3:07 p.m.; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars, and its right title and interest in and obligations under the Schedule and the Lease Agreement as each relates to the Cars, and accordingly the Parties have caused this Memorandum of Assignment of Lease to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor's sale of the Cars to Transferee and the assignment to Transferee of

Transferor's right, title and interest in, and obligations under, the Schedule and the Lease Agreement as each relates to the Cars.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

By: _____
Name: James T. Sharp
Title: President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

GREEN UNION III TRUST,
By Wells Fargo Delaware Trust Company, N.A., as trustee

By: _____
Name: Tracy M. McLamb
Title: Vice President

Transferor's right, title and interest in, and obligations under, the Schedule and the Lease Agreement as each relates to the Cars.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

By: _____
Name: James T. Sharp
Title: President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

GREEN UNION III TRUST,
By: Wells Fargo Delaware Trust Company, National Association, not in its individual capacity, but solely as Trustee

By: _____
Name: Tracy M. McLamb
Title: Vice President

EXHIBIT A

AOKX 493155 to AOKX 493194, inclusive, and AOKX 496745 to AOK 496804, inclusive.

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: 11/30/12

Edward M Luria

Edward M. Luria