



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

Main (312) 803-8880  
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November 30, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

**RECORDATION NO. 30248-A**  
**FILED November 30, 2012 04:16 PM**  
**SURFACE TRANSPORTATION BOARD**

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Assignment and Assumption Agreement dated November 30, 2012 between the following parties:

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

Assignee: Mitsui Rail Capital, LLC  
71 S. Wacker Drive, Suite 1800  
Chicago, IL 60606

The enclosed document relates to the Memorandum of Lease Agreement for Schedule No. 6 previously filed with the Board under Recordation Number 30248.

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

One hundred (100) 3,250 c.f. covered hopper railcars marked and numbered AOKX 495765 - AOKX 495864, inclusive.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement.

Please file this as a secondary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$42.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

*/s/ Christine Peterson*

Christine Peterson  
Manager, Contract Administration  
Paralegal, Legal Department

Enclosure

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***MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC***

***AND***

***MITSUI RAIL CAPITAL, LLC***

***November 30, 2012***

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Memorandum of Assignment and Assumption Agreement made and entered into as of November 30, 2012, 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 EOG Resources, Inc. ("Lessee") one hundred (100) 3,250 c.f. covered hopper railcars, 286,000 lbs. GRL, with three (3) 30-inch circular loading hatches and two low-profile discharge gates, marked and numbered AOKX 495765 through AOKX 495864, inclusive (the "Cars"), pursuant to that certain Lease Agreement executed May 9, 2011, and effective as of October 1, 2010 (the "Lease Agreement"), and Schedule No. 6 thereto dated May 31, 2012, and effective as of April 1, 2012 (Schedule No. 6 and the Lease Agreement as it relates to Schedule No. 6 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 30248 on June 6, 2012 at 2:37 p.m.
3. 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 of Assignment is being filed with the STB to reflect such assignment and assumption.
4. 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.

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: Senior Vice President

MITSUI RAIL CAPITAL, LLC

By: \_\_\_\_\_  
Title: President

Memorandum of Assignment and Assumption Agreement made and entered into as of November 30, 2012, 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:

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4. 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.

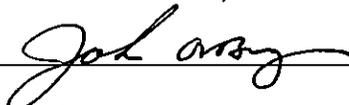
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

GREENBRIER LEASING COMPANY LLC

By: \_\_\_\_\_

Title: \_\_\_\_\_ Vice President \_\_\_\_\_

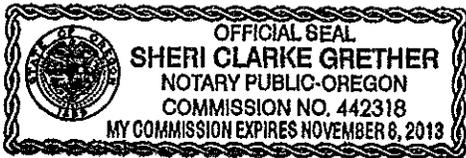
MITSUI RAIL CAPITAL, LLC

By:  \_\_\_\_\_

Title: President

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 24<sup>th</sup> day of November, 2012, before me personally appeared Larry D. Stanley, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



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

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2012, 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: \_\_\_\_\_

STATE OF OREGON                    )  
  ) ss.  
COUNTY OF CLACKAMAS         )

On this \_\_\_\_ day of \_\_\_\_\_, 2012, 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 ILLINOIS                 )  
  ) ss.  
COUNTY OF COOK                 )

On this 29<sup>th</sup> day of November, 2012, before me personally appeared John O'Bryan, 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.

Christine C. Peterson  
\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: July 26, 2016

