

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

August 30, 2013

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 August 29, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the board under Recordation Number 30758.

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

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

Transferee: MUL Greenbrier, LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Chief, Section of Administration  
August 30, 2013  
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A description of the railroad equipment covered by the enclosed document  
is:

100 gondola railcars: CW 600 – CW 699 (previously bearing AOK  
reporting mark)

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 \$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,

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

Edward M. Luria

EML/sem  
Enclosures

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

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC***

***AND***

***MUL GREENBRIER, LLC***

***AUGUST 29, 2013***

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Memorandum of Assignment and Assumption Agreement made and entered into as of August 29, 2013, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and MUL Greenbrier, LLC, a Delaware limited liability company ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Colorado & Wyoming Railway Company ("Lessee") one hundred (100) 66-foot mill gondola railcars, originally marked and numbered AOK 600 through AOK 699, inclusive, and remarked to CW 600 through CW 699, inclusive (the "Cars"), pursuant to that certain Lease Agreement dated as of February 9, 2011 and effective December 27, 2010, as amended by that certain Amendment No. 1 to Lease Agreement dated February 1, 2012 (collectively, the "Lease Agreement"), and Schedule No. 4 thereto dated as of March 19, 2013 (Schedule No. 4 and the Lease Agreement as it relates to Schedule No. 4 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 30758 on June 7, 2013 at 9:37 a.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.

[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 GREENBRIER, 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: 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 GREENBRIER, LLC

By: 

Title: President

**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: 8/30/13

Edward M Luria  
Edward M. Luria