



RECORDATION NO. 29875-FILED

AUG 31 '11 -6 15 PM

SURFACE TRANSPORTATION BOARD

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August 31, 2011

VIA E-FILING

Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423
Attention: Cynthia T. Brown, Chief of the Section of Administration

Dear Ms. Brown:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Memorandum of Assignment and Assumption Agreement, dated as of August 31, 2011 (the "Assignment") between Greenbrier Leasing Company ("Greenbrier"), as assignor, and Citicorp Railmark, Inc. ("CitiRail"), as assignee, which Assignment is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Assignment relates to that certain Lease Agreement dated May 9, 2011 and effective as of October 1, 2010 and Schedule No. 2 thereto dated May 9, 2011 and effective as of October 1, 2010 between Greenbrier, as lessor, and EOG Resources, Inc. ("EOG"), as lessee (collectively, the "Lease"). A Memorandum of the Lease dated as of May 9, 2011 was duly filed with the STB on August 30, 2011 and assigned recordation number 29875.

The name and address of the party to the enclosed Assignment is:

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

Assignee: Citicorp Railmark, Inc.
390 Greenwich St., 1st Floor
New York, NY 10013

A description of the railroad equipment covered by the enclosed Assignment is as follows: 300 cement covered hopper cars marked AOK 492300 to AOK 492798, not inclusive, which cars are



Ms. Cynthia T. Brown
August 31, 2011
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being remarked with AOKX reporting marks with no change to the reporting number. The list of all 300 cars is on Exhibit A to the Assignment.

The required recordation fee of \$41.00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Assignment and this letter to Susan G. Lichtenfeld at DLA Piper US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment and Assumption Agreement, dated as of August 31, 2011, between Greenbrier Leasing Company and Citicorp Railmark, Inc.

Documents to Which the Secondary Document Relates

Lease Agreement dated May 9, 2011 and effective as of October 1, 2010 and Schedule No. 2 thereto dated May 9, 2011 and effective as of October 1, 2010 between Greenbrier Leasing Company, as lessor, and EOG Resources, Inc., as lessee (collectively, the "Lease"). A Memorandum of the Lease dated as of May 9, 2011 was duly filed with the STB on August 30, 2011 and assigned recordation number 29875.

Very truly yours,

DLA Piper US LLP


Susan G. Lichtenfeld

Enclosure

EAST48729481.1

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STATE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

CITICORP RAILMARK, INC.

AUGUST 31, 2011

Memorandum of Assignment and Assumption Agreement made and entered into as of August 31, 2011, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and Citicorp Railmark, Inc., a Delaware corporation ("Assignee").

WITNESSETH:

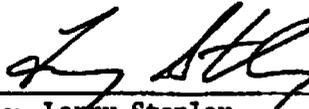
1. Assignor, as Lessor, leased to EOG Resources, Inc. ("Lessee") three hundred (300) 3,250 c.f. capacity cement covered hopper cars, marked and numbered AOK 492300 through AOK 492798, not inclusive, as identified on Appendix A attached hereto, and being remarked at Seller's cost with AOKX reporting marks with no change to the reporting numbers, pursuant to that certain Lease Agreement dated as of dated as of May 9, 2011 but effective as of October 1, 2010, and Schedule No. 2 thereto dated as of May 9, 2011 but effective as of October 1, 2010 (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, on the terms set forth in the Assignment and Assumption Agreement dated as of the date hereof between Assignor and Assignee, 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.

[Signature Page Follows]

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 with due authority 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: 
Name: Larry Stanley
Title: Senior Vice 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 directors 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.

CITICORP RAILMARK, INC.

By: _____
Name: Thomas M. Pawlicki
Title: Senior Vice President

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.

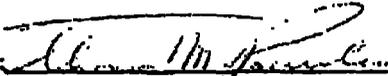
I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor with due authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true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

GREENBRIER LEASING COMPANY LLC

By: _____
Name: _____
Title: Vice 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 directors 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.

CITICORP RAILMARK, INC.

By: 
Name: Thomas M. Pawlicki
Title: Senior Vice President

APPENDIX A

Three hundred (300) 3,250 c.f. capacity cement covered hopper cars, marked and numbered AOK 492300 through AOK 492798, not inclusive, as identified below, and being remarked at Seller's cost with AOKX reporting marks with no change to the reporting numbers.

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOK	492300	AOK	492349	AOK	492400	AOK	492452
AOK	492301	AOK	492350	AOK	492401	AOK	492453
AOK	492302	AOK	492352	AOK	492403	AOK	492456
AOK	492303	AOK	492353	AOK	492404	AOK	492457
AOK	492304	AOK	492354	AOK	492405	AOK	492459
AOK	492306	AOK	492355	AOK	492407	AOK	492460
AOK	492307	AOK	492356	AOK	492411	AOK	492462
AOK	492308	AOK	492361	AOK	492414	AOK	492463
AOK	492311	AOK	492362	AOK	492416	AOK	492464
AOK	492313	AOK	492364	AOK	492417	AOK	492465
AOK	492315	AOK	492366	AOK	492419	AOK	492466
AOK	492317	AOK	492367	AOK	492421	AOK	492467
AOK	492319	AOK	492368	AOK	492423	AOK	492468
AOK	492320	AOK	492369	AOK	492424	AOK	492469
AOK	492322	AOK	492370	AOK	492425	AOK	492470
AOK	492323	AOK	492371	AOK	492426	AOK	492471
AOK	492324	AOK	492372	AOK	492427	AOK	492472
AOK	492325	AOK	492373	AOK	492428	AOK	492473
AOK	492326	AOK	492374	AOK	492429	AOK	492474
AOK	492328	AOK	492375	AOK	492430	AOK	492475
AOK	492329	AOK	492377	AOK	492431	AOK	492476
AOK	492330	AOK	492380	AOK	492432	AOK	492478
AOK	492331	AOK	492383	AOK	492434	AOK	492479
AOK	492332	AOK	492384	AOK	492435	AOK	492480
AOK	492335	AOK	492385	AOK	492437	AOK	492484
AOK	492336	AOK	492386	AOK	492438	AOK	492488
AOK	492337	AOK	492387	AOK	492439	AOK	492490
AOK	492340	AOK	492388	AOK	492440	AOK	492492
AOK	492341	AOK	492393	AOK	492442	AOK	492493
AOK	492343	AOK	492394	AOK	492443	AOK	492495
AOK	492344	AOK	492395	AOK	492445	AOK	492497
AOK	492345	AOK	492397	AOK	492446	AOK	492498
AOK	492347	AOK	492398	AOK	492448	AOK	492499
AOK	492348	AOK	492399	AOK	492451	AOK	492500

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOK	492502	AOK	492560	AOK	492637	AOK	492703
AOK	492503	AOK	492561	AOK	492639	AOK	492704
AOK	492504	AOK	492562	AOK	492640	AOK	492705
AOK	492505	AOK	492563	AOK	492641	AOK	492707
AOK	492506	AOK	492564	AOK	492643	AOK	492709
AOK	492507	AOK	492565	AOK	492644	AOK	492710
AOK	492508	AOK	492566	AOK	492645	AOK	492711
AOK	492509	AOK	492567	AOK	492646	AOK	492713
AOK	492510	AOK	492569	AOK	492647	AOK	492724
AOK	492512	AOK	492570	AOK	492648	AOK	492729
AOK	492513	AOK	492571	AOK	492653	AOK	492731
AOK	492515	AOK	492576	AOK	492654	AOK	492738
AOK	492516	AOK	492578	AOK	492657	AOK	492740
AOK	492517	AOK	492581	AOK	492658	AOK	492743
AOK	492519	AOK	492582	AOK	492659	AOK	492747
AOK	492520	AOK	492583	AOK	492660	AOK	492750
AOK	492521	AOK	492584	AOK	492661	AOK	492756
AOK	492522	AOK	492585	AOK	492662	AOK	492757
AOK	492524	AOK	492586	AOK	492663	AOK	492759
AOK	492526	AOK	492588	AOK	492665	AOK	492761
AOK	492527	AOK	492589	AOK	492666	AOK	492762
AOK	492528	AOK	492591	AOK	492670	AOK	492765
AOK	492529	AOK	492593	AOK	492671	AOK	492770
AOK	492530	AOK	492594	AOK	492672	AOK	492771
AOK	492532	AOK	492597	AOK	492674	AOK	492772
AOK	492534	AOK	492599	AOK	492675	AOK	492773
AOK	492537	AOK	492602	AOK	492676	AOK	492774
AOK	492538	AOK	492603	AOK	492677	AOK	492775
AOK	492539	AOK	492604	AOK	492678	AOK	492781
AOK	492540	AOK	492606	AOK	492679	AOK	492788
AOK	492542	AOK	492607	AOK	492680	AOK	492793
AOK	492543	AOK	492610	AOK	492682	AOK	492798
AOK	492544	AOK	492611	AOK	492683		
AOK	492545	AOK	492614	AOK	492685	Total	300
AOK	492546	AOK	492616	AOK	492686		
AOK	492547	AOK	492617	AOK	492687		
AOK	492548	AOK	492621	AOK	492688		
AOK	492549	AOK	492623	AOK	492689		
AOK	492550	AOK	492625	AOK	492691		
AOK	492551	AOK	492626	AOK	492696		
AOK	492552	AOK	492628	AOK	492697		
AOK	492556	AOK	492631	AOK	492698		
AOK	492557	AOK	492634	AOK	492699		
AOK	492558	AOK	492635	AOK	492702		