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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 27830-Q FILED

NOV 07 '11 -3 30 PM

SURFACE TRANSPORTATION BOARD

November 7, 2011

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

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of August 31, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Lease Agreement for Schedule No. 9 filed with the Board under Recordation Number 27830-O.

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: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, Illinois 60018

Ms Cynthia T. Brown
November 7, 2011
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A description of the railroad equipment covered by the enclosed document
is:

100 railcars: COOX 804400 - COOX 804499.

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

Memorandum of Assignment.

Also enclosed is a check in the amount of \$41.00 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/bhs
Enclosures

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MEMORANDUM OF ASSIGNMENT
(Surface Transportation Board)**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT dated as of August 31, 2011, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and FIRST UNION RAIL CORPORATION, a North Carolina corporation ("FURC").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as Lessor, has leased one hundred (100) newly built 3,250 cubic foot capacity, 286,000 lbs. GRL cement covered hopper railcars with three 30-inch circular loading hatches and two Miner MKE 10513 13-inch by 42-inch low-profile discharge gates, bearing reporting marks and numbers as COOX 804400 through COOX 804499, inclusive (the "Cars") to Wedron Silica Company, pursuant to that certain Lease Agreement dated as of October 1, 2008, and Schedule No. 9 thereto dated January 1, 2011 (Schedule No. 9 and the Lease Agreement as it pertains to Schedule No. 9 collectively, the "Lease").

B. The Lease Agreement was recorded with the Surface Transportation Board on March 11, 2009 under recordation number 27830. Schedule No. 9 to the Lease was recorded on July 19, 2011 under recordation number 27830-O

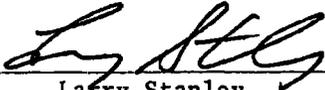
C. Greenbrier and FURC are parties to that certain Assignment and Assumption Agreement dated February 3, 2011 and that certain Assignment and Assumption Schedule No. 2 dated August 31, 2011, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease with respect to the Cars to FURC.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GREENBRIER LEASING COMPANY LLC

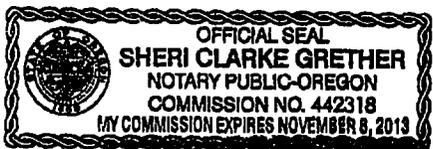
By: 
Name: Larry Stanley
Title: Senior Vice President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 30th day of August, 2011, before me personally appeared Larry 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.


Notary Public

My commission expires: November 8, 2013



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

By [Signature]
Name: John J. Thomas
Title: President

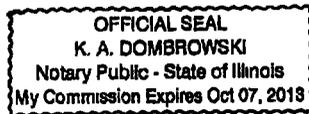
STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

The foregoing Memorandum of Assignment was acknowledged before me, the undersigned Notary Public, in the County of COOK this August day of August, 2011, by John J. Thomas, as President of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation.

[Signature]
Notary Public

My commission expires: 10/7/2013

[Notarial Seal]



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: 11-7-11

Edward M Luria
Edward M Luria