

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D.C.

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

20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

OF COUNSEL  
URBAN A LESTER

December 16, 2011

RECORDATION NO. 29873B FILED

DEC 16 '11 -5 . PM

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

SURFACE TRANSPORTATION BOARD

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, dated as of December 16, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 29873.

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

Chief, Section of Administration  
December 16, 2011  
Page 2

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

100 covered hopper railcars within the series AOKX 492712 – AOKX 492899 as more particularly set forth in the attachment to the document.

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,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a checkmark below the first letter of the first name.

✓ Edward M. Luria

EML/sem  
Enclosures

DEC 16 '11 -5 PM

**MEMORANDUM OF ASSIGNMENT**  
(Surface Transportation Board)

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT dated as of December 16, 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 ATP low-profile discharge gates, bearing reporting marks and numbers as reflected in the attached Exhibit A (the "Cars") to Badger Mining Corporation pursuant to that certain Lease Agreement dated as of July 1, 2011, and Schedule No. 1 thereto dated as of July 1, 2011 (Schedule No. 1 and the Lease Agreement as it pertains to Schedule No. 1 collectively, the "Lease").

B. Schedule No. 1 was recorded with the Surface Transportation Board on August 29, 2011, under recordation number 29873, which recordation was subsequently amended and restated pursuant to an Amended and Restated Memorandum of Lease recorded with the Surface Transportation Board on December 16, 2011 under recordation number 29873-A.

C. Greenbrier and FURC are parties to that certain Assignment and Assumption Agreement dated December 16, 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.

[The remainder of this page has been intentionally left blank]

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: [Signature]  
Name: James F. Sharp  
Title: President

STATE OF OREGON            )  
  ) ss:  
COUNTY OF CLACKAMAS )

On this 15<sup>th</sup> day of December, 2011, before me personally appeared J. T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President 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.

[Signature]  
Notary Public

My commission expires: November 8, 2013





## Exhibit A

### Railcar List

One hundred (100) new 3,250 c.f., 286,000 GRL covered hopper railcars with three (3) 30-inch circular loading hatches and two (2) ATP low-profile discharge gates, delivered bearing AOK reporting marks and being re-marked at Lessor's expense with AOKX reporting marks with no change to the reporting numbers, as follows:

Initial Mark	Initial Number	Restencil Mark	Restencil Number	Initial Mark	Initial Number	Restencil Mark	Restencil Number	Initial Mark	Initial Number	Restencil Mark	Restencil Number
AOK	492712	AOKX	492712	AOK	492812	AOKX	492812	AOK	492852	AOKX	492852
AOK	492715	AOKX	492715	AOK	492813	AOKX	492813	AOK	492853	AOKX	492853
AOK	492716	AOKX	492716	AOK	492814	AOKX	492814	AOK	492854	AOKX	492854
AOK	492718	AOKX	492718	AOK	492815	AOKX	492815	AOK	492856	AOKX	492856
AOK	492719	AOKX	492719	AOK	492816	AOKX	492816	AOK	492857	AOKX	492857
AOK	492733	AOKX	492733	AOK	492817	AOKX	492817	AOK	492858	AOKX	492858
AOK	492734	AOKX	492734	AOK	492820	AOKX	492820	AOK	492859	AOKX	492859
AOK	492735	AOKX	492735	AOK	492821	AOKX	492821	AOK	492860	AOKX	492860
AOK	492736	AOKX	492736	AOK	492822	AOKX	492822	AOK	492861	AOKX	492861
AOK	492741	AOKX	492741	AOK	492823	AOKX	492823	AOK	492862	AOKX	492862
AOK	492742	AOKX	492742	AOK	492825	AOKX	492825	AOK	492863	AOKX	492863
AOK	492744	AOKX	492744	AOK	492826	AOKX	492826	AOK	492864	AOKX	492864
AOK	492746	AOKX	492746	AOK	492827	AOKX	492827	AOK	492865	AOKX	492865
AOK	492748	AOKX	492748	AOK	492829	AOKX	492829	AOK	492867	AOKX	492867
AOK	492749	AOKX	492749	AOK	492830	AOKX	492830	AOK	492868	AOKX	492868
AOK	492752	AOKX	492752	AOK	492832	AOKX	492832	AOK	492872	AOKX	492872
AOK	492753	AOKX	492753	AOK	492833	AOKX	492833	AOK	492874	AOKX	492874
AOK	492755	AOKX	492755	AOK	492834	AOKX	492834	AOK	492876	AOKX	492876
AOK	492760	AOKX	492760	AOK	492835	AOKX	492835	AOK	492877	AOKX	492877
AOK	492764	AOKX	492764	AOK	492836	AOKX	492836	AOK	492878	AOKX	492878
AOK	492767	AOKX	492767	AOK	492837	AOKX	492837	AOK	492879	AOKX	492879
AOK	492777	AOKX	492777	AOK	492838	AOKX	492838	AOK	492882	AOKX	492882
AOK	492792	AOKX	492792	AOK	492839	AOKX	492839	AOK	492885	AOKX	492885
AOK	492794	AOKX	492794	AOK	492840	AOKX	492840	AOK	492886	AOKX	492886
AOK	492795	AOKX	492795	AOK	492841	AOKX	492841	AOK	492887	AOKX	492887
AOK	492797	AOKX	492797	AOK	492842	AOKX	492842	AOK	492888	AOKX	492888
AOK	492800	AOKX	492800	AOK	492843	AOKX	492843	AOK	492889	AOKX	492889
AOK	492801	AOKX	492801	AOK	492844	AOKX	492844	AOK	492890	AOKX	492890
AOK	492802	AOKX	492802	AOK	492845	AOKX	492845	AOK	492894	AOKX	492894
AOK	492803	AOKX	492803	AOK	492846	AOKX	492846	AOK	492897	AOKX	492897
AOK	492805	AOKX	492805	AOK	492847	AOKX	492847	AOK	492898	AOKX	492898
AOK	492807	AOKX	492807	AOK	492848	AOKX	492848	AOK	492899	AOKX	492899
AOK	492809	AOKX	492809	AOK	492850	AOKX	492850				
AOK	492810	AOKX	492810	AOK	492851	AOKX	492851			Total	100 Cars

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: 2/16/11

Edward M Luria  
Edward M Luria