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SURFACE TRANSPORTATION BOARD

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January 9, 2012

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 December 29, 2011 (the "Assignment") between Greenbrier Leasing Company LLC ("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 the Amended and Restated Schedule No. 3 thereto dated as of December 29, 2011 and effective as of December 8, 2010 between Greenbrier as lessor, and EOG Resources, Inc. ("EOG"), as lessee (collectively, the "Lease"). A Memorandum of the Lease dated as of December 29, 2011 was duly filed with the STB on December 29, 2011 and assigned recordation number 30048.

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

Assignor: Greenbrier Leasing Company LLC
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: 200 cement covered hopper cars marked AOKX 494400 to AOKX 494599, inclusive.

Ms. Cynthia T. Brown
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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 LLC 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 the Amended and Restated Schedule No 3 thereto dated as of December 29, 2011 and effective as of December 8, 2010 between Greenbrier Leasing Company LLC, as lessor and EOG Resources, Inc, as lessee (collectively, the "Lease"). A Memorandum of the Lease dated as of December 29, 2011 was duly filed with the STB on December 29, 2011 and assigned recordation number 30048.

Very truly yours,

DLA Piper LLP (US)

Susan G. Lichtenfeld

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

CITICORP RAILMARK, INC.

December 29, 2011

Memorandum of Assignment and Assumption Agreement made and entered into as of December 29, 2011, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and Citicorp Railmark, Inc., a Delaware corporation ("Assignee").

WITNESSETH:

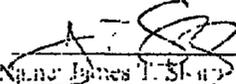
1. Assignor, as Lessor, leased to EOG Resources, Inc. ("Lessee") two hundred (200) 3.250 cubic foot cement covered hopper cars, 286,000 lbs. GRL, with three 30-inch circular loading hatches and two low profile 13-inch by 42 inch discharge gates, marked and numbered AOKX 494400 through AOKX 494599, inclusive, pursuant to that certain Lease Agreement dated May 9, 2011 and effective as of October 1, 2010, and Amended and Restated Schedule No. 3 thereto dated as of December 29, 2011 and effective December 8, 2010 (Schedule No. 3, and Schedule No. 3 and the Lease Agreement as it relates to Schedule No. 3 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.

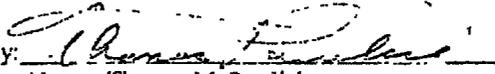
GREENBRIER LEASING COMPANY LLC

By: 

Name: James T. Slone
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 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

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