

RECORDATION NO. 27830-S FILED

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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

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

March 20, 2012

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, dated as of December 19, 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. 13 previously filed with the Board under Recordation Number 27830-P.

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
March 20, 2012
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A description of the railroad equipment covered by the enclosed document
is:

100 covered hopper railcars: AOK X 493300 – AOKX 493399.

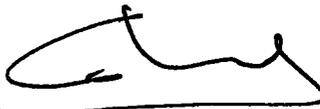
A short summary of the document to appear in the index is:

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/sem
Enclosures

MAR 20 '12 -2 0 PM

MEMORANDUM OF ASSIGNMENT
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT dated as of December 19, 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 low-profile 13-inch by 42-inch discharge gates, bearing reporting marks and numbers AOKX 493300 through AOKX 493399, inclusive (the "Cars") to Wedron Silica Company, pursuant to that certain Lease Agreement dated as of October 1, 2008, and Schedule No. 13 thereto dated October 1, 2011, (Schedule No. 13 and the Lease Agreement as it pertains to Schedule No. 13 collectively, the "Lease").

B. Schedule No. 13 was recorded with the Surface Transportation Board on August 8, 2011, under recordation number 27830-P.

C. Greenbrier and FURC are parties to that certain Assignment and Assumption Agreement dated December 19, 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]

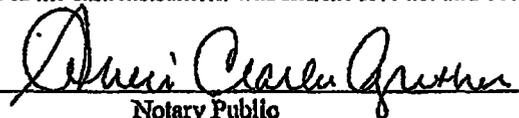
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GREENBRIER LEASING COMPANY LLC

By: 
Name: James T. Sharp
Title: President

STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

On this 15th day of December, 2011, before me personally appeared James 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.


Notary Public

My commission expires: November 8, 2013



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 3/20/12

Edward M Luria
Edward M. Luria