

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

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

March 18, 2013

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 of Lease, dated as of February 7, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 4 to Lease Agreement previously filed with the Board under Recordation Number 30613.

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: Green Union I Trust
919 North Market Street, Suite 1600
Wilmington, DE 19801

Chief, Section of Administration
March 18, 2013
Page 2

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

100 covered hopper railcars within the series AOKX 494815 - AOKX 496054 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 of Lease.

Also enclosed is a check in the amount of \$42.00 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

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 7th day of February, 2013, is made by GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 ("Transferor"), and GREEN UNION I TRUST, a Delaware statutory trust, with an address at 919 North Market Street, Suite 1600, Wilmington, DE 19801 ("Transferee" and, together with Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of February 7, 2013 relating to the sale by Transferor to Transferee of one hundred (100) covered hopper railcars marked and numbered as set forth in Exhibit A hereto (the "Cars"), and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, Schedule No. 4 dated January 17, 2013 and effective as of November 1, 2012 (the "Schedule") to the Lease Agreement dated effective as of October 1, 2011, between Transferor, as Lessor, and CARBO Ceramics Inc., as Lessee (the "Lease Agreement"), and Transferor's right, title and interest in, and obligations under the Lease Agreement as it relates to the Cars, except as may be expressly otherwise provided in the Purchase Agreement;

WHEREAS, pursuant to the Purchase Agreement and an Assignment and Assumption Agreement of even date therewith (the "Assignment Agreement"), Assignee has acquired all of Assignor's interest in the Cars and Assignor's interest in the Schedule and the Lease Agreement as each relates to the Cars;

WHEREAS, a Memorandum of Lease Agreement with respect to the Lease Agreement and the Schedule (the "Memorandum") was filed with the Surface Transportation Board on January 18, 2013 at 8:00 a.m., and assigned recordation number 30613; and

WHEREAS, the Memorandum was filed with the Registrar General of Canada on January 22, 2013 at 2:19 p.m; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars, and its right title and interest in and obligations under the Schedule and the Lease Agreement as each relates to the Cars, and accordingly the Parties have caused this Memorandum of Assignment of Lease to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor's sale of the Cars to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Schedule and the Lease Agreement as each relates to the Cars.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

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

GREENBRIER LEASING COMPANY LLC

By:  _____
Name: James T. Sharp
Title: President

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

GREEN UNION I TRUST,
By Wells Fargo Delaware Trust Company, National Association,
not in its individual capacity, but solely as Trustee

By: _____
Name: Tracy M. McLamb
Title: Vice President

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

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

GREENBRIER LEASING COMPANY LLC

By: _____
Name: James T. Sharp
Title: President

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

GREEN UNION I TRUST,
By Wells Fargo Delaware Trust Company, National Association,
not in its individual capacity, but solely as Trustee

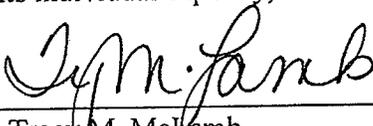
By:  _____
Name: Tracy M. McLamb
Title: Vice President

EXHIBIT A

AOKX	494815	AOKX	494856	AOKX	495955
AOKX	494816	AOKX	494857	AOKX	495956
AOKX	494817	AOKX	494858	AOKX	495958
AOKX	494818	AOKX	494859	AOKX	495964
AOKX	494819	AOKX	494860	AOKX	495965
AOKX	494820	AOKX	494861	AOKX	495971
AOKX	494821	AOKX	494862	AOKX	495975
AOKX	494822	AOKX	494863	AOKX	495986
AOKX	494823	AOKX	494864	AOKX	495992
AOKX	494824	AOKX	495282	AOKX	495995
AOKX	494825	AOKX	495302	AOKX	495996
AOKX	494826	AOKX	495344	AOKX	496008
AOKX	494827	AOKX	495442	AOKX	496012
AOKX	494828	AOKX	495459	AOKX	496017
AOKX	494829	AOKX	495574	AOKX	496018
AOKX	494830	AOKX	495582	AOKX	496033
AOKX	494831	AOKX	495588	AOKX	496034
AOKX	494832	AOKX	495592	AOKX	496054
AOKX	494833	AOKX	495594		
AOKX	494834	AOKX	495611		
AOKX	494835	AOKX	495671		
AOKX	494836	AOKX	495677		
AOKX	494837	AOKX	495689		
AOKX	494838	AOKX	495708		
AOKX	494839	AOKX	495709		
AOKX	494840	AOKX	495714		
AOKX	494841	AOKX	495725		
AOKX	494842	AOKX	495729		
AOKX	494843	AOKX	495757		
AOKX	494844	AOKX	495764		
AOKX	494845	AOKX	495879		
AOKX	494846	AOKX	495882		
AOKX	494847	AOKX	495888		
AOKX	494848	AOKX	495889		
AOKX	494849	AOKX	495890		
AOKX	494850	AOKX	495898		
AOKX	494851	AOKX	495901		
AOKX	494852	AOKX	495910		
AOKX	494853	AOKX	495911		
AOKX	494854	AOKX	495925		
AOKX	494855	AOKX	495948		

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: 3/18/13

Edward M Luria
Edward M. Luria