

RECORDATION NO 30247-A FILED
May 29, 2013 12:40 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

May 29, 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 and Assumption Agreement, dated as May 29, 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. 5 previously filed with the board under Recordation Number 30247.

The names and addresses of the parties to the enclosed document are:

Transferor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Transferee:	MUL Greenbrier, LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
[Lessee:	EOG Resources, Inc. 31 Broad Oaks Drive Houston, TX 77056]

Chief, Section of Administration
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A description of the railroad equipment covered by the enclosed document is:

98 covered hopper railcars within the series AOKX 495188 to AOKX 495569, as more particularly set forth in the schedule attached to the document.

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

Memorandum of Assignment and Assumption Agreement.

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 AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

MUL GREENBRIER, LLC

MAY 29, 2013

Memorandum of Assignment and Assumption Agreement made and entered into as of May 29, 2013, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and MUL Greenbrier, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to EOG Resources, Inc. ("Lessee") ninety-eight (98) 3,250 c.f. capacity covered hopper railcars, 286,000 lbs. GRL, with three 30-inch circular loading hatches and two low-profile discharge gates, marked and numbered as indicated in Exhibit A hereto (the "Cars"), pursuant to that certain Lease Agreement executed May 9, 2011, and effective as of October 1, 2010 (the "Lease Agreement"), and Schedule No. 5 thereto dated May 31, 2012, and effective as of April 1, 2012 (Schedule No. 5 and the Lease Agreement as it relates to Schedule No. 5 collectively, the "Lease").

2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 30247 on June 6, 2012 at 2:30 p.m.

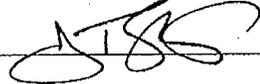
3. Assignor has agreed to sell and assign to Assignee and Assignee has agreed to purchase and assume from Assignor certain interests under the Lease, and the Cars, and this Memorandum of Assignment is being filed with the STB to reflect such assignment and assumption.

4. 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.

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 by authority of its Manager 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:  _____

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 Managers 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.

MUL GREENBRIER, LLC

By: _____

Title: _____

Memorandum of Assignment and Assumption Agreement made and entered into as of May 29, 2013, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and MUL Greenbrier, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to EOG Resources, Inc. ("Lessee") ninety-eight (98) 3,250 c.f. capacity covered hopper railcars, 286,000 lbs. GRL, with three 30-inch circular loading hatches and two low-profile discharge gates, marked and numbered as indicated in Exhibit A hereto (the "Cars"), pursuant to that certain Lease Agreement executed May 9, 2011, and effective as of October 1, 2010 (the "Lease Agreement"), and Schedule No. 5 thereto dated May 31, 2012, and effective as of April 1, 2012 (Schedule No. 5 and the Lease Agreement as it relates to Schedule No. 5 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 30247 on June 6, 2012 at 2:30 p.m.
3. Assignor has agreed to sell and assign to Assignee and Assignee has agreed to purchase and assume from Assignor certain interests under the Lease, and the Cars, and this Memorandum of Assignment is being filed with the STB to reflect such assignment and assumption.
4. 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.

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 by authority of its Manager 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: _____

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 Managers 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.

MUL GREENBRIER, LLC

By: Tahira Mami

Title: President

EXHIBIT A

Mark	Number	Mark	Number	Mark	Number
AOKX	495188	AOKX	495504	AOKX	495539
AOKX	495262	AOKX	495505	AOKX	495540
AOKX	495267	AOKX	495506	AOKX	495541
AOKX	495268	AOKX	495507	AOKX	495542
AOKX	495269	AOKX	495508	AOKX	495543
AOKX	495475	AOKX	495509	AOKX	495544
AOKX	495476	AOKX	495510	AOKX	495545
AOKX	495477	AOKX	495511	AOKX	495546
AOKX	495478	AOKX	495512	AOKX	495547
AOKX	495479	AOKX	495513	AOKX	495548
AOKX	495480	AOKX	495514	AOKX	495550
AOKX	495481	AOKX	495515	AOKX	495551
AOKX	495482	AOKX	495516	AOKX	495552
AOKX	495483	AOKX	495517	AOKX	495553
AOKX	495484	AOKX	495518	AOKX	495554
AOKX	495485	AOKX	495519	AOKX	495555
AOKX	495486	AOKX	495520	AOKX	495556
AOKX	495487	AOKX	495522	AOKX	495557
AOKX	495488	AOKX	495523	AOKX	495558
AOKX	495489	AOKX	495524	AOKX	495559
AOKX	495490	AOKX	495525	AOKX	495560
AOKX	495491	AOKX	495526	AOKX	495561
AOKX	495492	AOKX	495527	AOKX	495562
AOKX	495493	AOKX	495528	AOKX	495563
AOKX	495494	AOKX	495529	AOKX	495564
AOKX	495495	AOKX	495530	AOKX	495565
AOKX	495496	AOKX	495531	AOKX	495566
AOKX	495497	AOKX	495532	AOKX	495567
AOKX	495498	AOKX	495533	AOKX	495568
AOKX	495499	AOKX	495534	AOKX	495569
AOKX	495500	AOKX	495535		
AOKX	495501	AOKX	495536		
AOKX	495502	AOKX	495537		
AOKX	495503	AOKX	495538	Total	98 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: 5/29/13

Edward M Luria
Edward M. Luria