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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
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October 15, 2015

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 Partial Assignment and Assumption of Lease, dated as of August 15, 2014, 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. 6 to Full Service Master Lease Agreement previously filed with the Board under Recordation Number 31308.

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:	Bridge Capital Leasing, Inc. 215 Schilling Circle, Suite 100 Hunt Valley, MD 21031
[Lessee:	US Silica Company 8490 Progress Drive, Suite 300 Frederick, MD 21701]

Section Chief  
October 15, 2015  
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A description of the equipment covered by the enclosed document is:

100 covered hopper railcars within the following series: AOKX 496600 – AOKX 496992; AOKX 497007 – AOKX 497999; and AOKX 498045 – AOKX 498772 as more particularly set forth on the attachment to the document, including one railcar ADDED: AOKX 498772, and not including one railcar REMOVED: AOKX 497931.

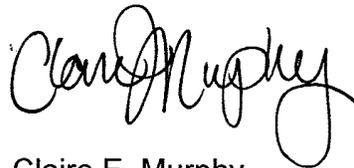
A short summary of the document to appear in the index is:

Memorandum of Partial Assignment and Assumption of Lease.

Also enclosed is a check in the amount of \$43.00 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 "Claire E. Murphy". The signature is written in a cursive, flowing style with a large loop at the end of the last name.

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF**  
**PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE**

THIS MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE dated as of August 15, 2014, 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 Bridge Capital Leasing, Inc., a Delaware corporation, with an address at 215 Schilling Circle, Suite 100, Hunt Valley, MD 21031 (“**Transferee**” and, together with Transferor, the “**Parties**”).

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase and Sale Agreement (the “**Purchase Agreement**”) dated as of August 15, 2014 relating to the sale by Transferor to Transferee of one hundred (100) railcars identified 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 that certain Schedule #6 dated December 23, 2013 (the “**Schedule**”), to the Full Service Master Lease Agreement effective June 16, 2004, by and between Transferor (as assignee of Midwest Railcar Corporation) as lessor and US Silica Company as lessee (the “**Lease Agreement**”), as it relates to the Cars, with respect to periods on and after the Closing Date (as defined in the Purchase Agreement) with the exception of the Retained Obligations and Retained Rent (as defined in the Purchase Agreement)(the “**Assigned Interests**”);

WHEREAS, pursuant to the Purchase Agreement and a Partial Assignment and Assumption Agreement of even date therewith (the “**Assignment Agreement**”), Assignee has acquired the Assigned Interests as of the Closing Date;

WHEREAS, the Cars are currently subject to the Schedule and the Lease Agreement;

WHEREAS, a Memorandum of Schedule #6 and a Memorandum of Assignment of Railcar Leases applicable to the Schedule were filed with the Surface Transportation on August 5, 2014 under STB Recordation Numbers 31308 and 31308-A respectively; and

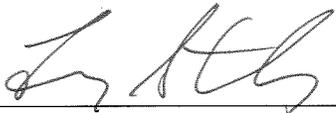
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, 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, with respect to periods on and after the Closing Date with the exception of the Retained Obligations and Retained Rent.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment and Assumption 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: LARRY STANLEY  
Title: SENIOR VICE 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.*

BRIDGE CAPITAL LEASING, INC.

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment and Assumption 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:  
Title:

*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.*

BRIDGE CAPITAL LEASING, INC.

By:   
Name: ROBERT J. HONEYCUTT  
Title: VICE PRESIDENT

**EXHIBIT A**

<b>LESSEE / LEASE</b>	<b>CAR DESCRIPTION</b>	<b>REPORTING MARKS &amp; NUMBERS</b>
US Silica Company  Schedule #6 dated December 23, 2013, to the Full Service Master Lease Agreement effective June 16, 2004 (Transferor is assignee of original lessor, Midwest Railcar Corporation)	One hundred (100) 3,250 cubic foot capacity covered hopper railcars, 286,000 lbs. GRL	As listed on the following page of this Exhibit A.

One railcar has been REMOVED: AOKX 497931

One railcar has been ADDED: AOKX 498772

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	496600	AOKX	497122	AOKX	497912	AOKX	498049
AOKX	496616	AOKX	497123	AOKX	497917	AOKX	498050
AOKX	496659	AOKX	497127	AOKX	497920	AOKX	498052
AOKX	496660	AOKX	497129	AOKX	497923	AOKX	498053
AOKX	496936	AOKX	497131	AOKX	497924	AOKX	498054
AOKX	496939	AOKX	497141	AOKX	497925	AOKX	498055
AOKX	496954	AOKX	497144	AOKX	497926	AOKX	498057
AOKX	496966	AOKX	497160	AOKX	497927	AOKX	498060
AOKX	496971	AOKX	497161	AOKX	497928	AOKX	498061
AOKX	496973	AOKX	497172	AOKX	497932	AOKX	498062
AOKX	496978	AOKX	497180	AOKX	497935	AOKX	498066
AOKX	496980	AOKX	497208	AOKX	497941	AOKX	498067
AOKX	496992	AOKX	497249	AOKX	497959	AOKX	498068
AOKX	497007	AOKX	497252	AOKX	497960	AOKX	498069
AOKX	497009	AOKX	497283	AOKX	497961	AOKX	498070
AOKX	497013	AOKX	497343	AOKX	497965	AOKX	498071
AOKX	497019	AOKX	497416	AOKX	497977	AOKX	498072
AOKX	497022	AOKX	497748	AOKX	497987	AOKX	498073
AOKX	497030	AOKX	497763	AOKX	497989	AOKX	498074
AOKX	497032	AOKX	497772	AOKX	497990	AOKX	498075
AOKX	497066	AOKX	497780	AOKX	497992	AOKX	498094
AOKX	497068	AOKX	497795	AOKX	497993	AOKX	498098
AOKX	497088	AOKX	497802	AOKX	497994	AOKX	498099
AOKX	497108	AOKX	497906	AOKX	497999	AOKX	498103
AOKX	497120	AOKX	497908	AOKX	498045	AOKX	498772

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: October 15, 2015

  
\_\_\_\_\_  
Claire E. Murphy