

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)
ROBERT W. ALVORD (2011)

December 1, 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 Lease Schedule No. 14, dated as of October 1, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: D & I Silica, LLC
c/o Hi-Crush Partners LP
Three Riverway Suite 1550
Houston, TX 77056

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

100 covered hopper railcars within the series AOKX 480011 – AOKX 499833 as more particularly set forth on the attachment to the document.

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

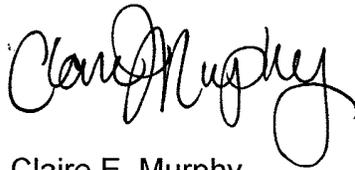
Memorandum of Lease Schedule No. 14.

Section Chief
December 1, 2015
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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 style with a large, looping "y" at the end.

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 14

This is a Memorandum of Schedule No. 14 dated as of October 1, 2014 to a Lease Agreement made and entered into as of April 1, 2014, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and D & I Silica, LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor 100 3,250 cf cement covered hopper railcars, 286,000 lbs. GRL with three 30" circular loading hatches and two low profile discharge gates bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 14 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 14, as each may be amended from time to time.

IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the date indicated below.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

D & I SILICA, LLC

BY: 

BY: 

NAME: Larry D. Stanley

NAME: James M. Whitley

TITLE: Sr. Vice President

TITLE: CO-CEO

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	497169	AOKX	480214	AOKX	482944	AOKX	482969
AOKX	497177	AOKX	499764	AOKX	482945	AOKX	482970
AOKX	497770	AOKX	499787	AOKX	482946	AOKX	482971
AOKX	499190	AOKX	499789	AOKX	482947	AOKX	482972
AOKX	499384	AOKX	499832	AOKX	482948	AOKX	480814
AOKX	499422	AOKX	499833	AOKX	482949	AOKX	480815
AOKX	496707	AOKX	481077	AOKX	482950	AOKX	480816
AOKX	481526	AOKX	481080	AOKX	482951	AOKX	480820
AOKX	481527	AOKX	481380	AOKX	482952	AOKX	480826
AOKX	481543	AOKX	481381	AOKX	482953	AOKX	480827
AOKX	481544	AOKX	481445	AOKX	482954	AOKX	480834
AOKX	481545	AOKX	481465	AOKX	482955	AOKX	480836
AOKX	481750	AOKX	481475	AOKX	482956	AOKX	480838
AOKX	481752	AOKX	482924	AOKX	482957	AOKX	480840
AOKX	481765	AOKX	482925	AOKX	482958	AOKX	480846
AOKX	481767	AOKX	482926	AOKX	482959	AOKX	480858
AOKX	481775	AOKX	482927	AOKX	482960	AOKX	480873
AOKX	481792	AOKX	482928	AOKX	482961	AOKX	480891
AOKX	481794	AOKX	482929	AOKX	482962	AOKX	480896
AOKX	481808	AOKX	482934	AOKX	482963	AOKX	480903
AOKX	481809	AOKX	482936	AOKX	482964	AOKX	480909
AOKX	481883	AOKX	482940	AOKX	482965	AOKX	480445
AOKX	481885	AOKX	482941	AOKX	482966	AOKX	480456
AOKX	480011	AOKX	482942	AOKX	482967	AOKX	480459
AOKX	480128	AOKX	482943	AOKX	482968	AOKX	480625

Total Cars: 100

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: December 1, 2015



Claire E. Murphy