



One Centerpointe Drive Suite 400
Lake Oswego Oregon 97035
503 684 7000 Fax 503 968 4383

December 11, 2014

Via e-mail to Regena.Smith-Bernard@stb.dot.gov

Attn: Regena Smith-Bernard
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Regena:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 is the Memorandum of Lease Schedule No. 4, effective April 1, 2014, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment authorization for \$43 to cover the required recordation fee.

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

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

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

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

One hundred, twenty-five (125) 3,250 cv cement covered hopper railcars,
286,000 lbs GRL tank railcars bearing reporting marks and numbers AOKX
480010 through AOKX 499765, NON inclusive.

Please e-file this document.

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Schedule No. 4

Surface Transportation Board
December 5, 2014
Page 2

If you have any questions, please do not hesitate to call.

Sincerely,

GREENBRIER LEASING COMPANY LLC

/s/ Tinalyn Parsons

Tinalyn Parsons
Paralegal

TP
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 4

This is a Memorandum of Schedule No. 4 dated as of April 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 125 3,250 cf cement covered hopper railcars, 286,000 lbs. GRL bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 4 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. 4, as each may be amended from time to time.

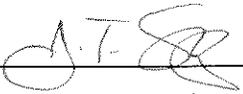
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

D & I SILICA, LLC

BY: 

BY: 

NAME: J. T. Sharp

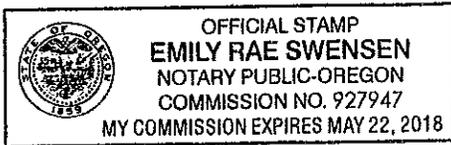
NAME: JAMES M. WHIPKEY

TITLE: President

TITLE: Co- CEO & President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

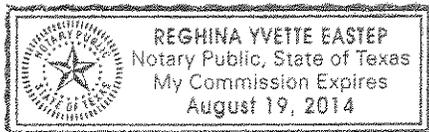
On this 21st day of July, 2014, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Emily Swensen
NOTARY PUBLIC
My commission expires: May 22, 2018

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 2nd day of July, 2014, before me personally appeared James M. Whiskey, to me personally known, who being by me duly sworn, says that s/he is the Co-CEO & President of D & I Silica, LLC and that the foregoing instrument was signed on behalf of said limited liability company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Reghina Y. Eastep
NOTARY PUBLIC
My commission expires: 8/19/14

RAIL EQUIPMENT LIST

Mark	Number								
AOKX	480010	AOKX	480136	AOKX	480209	AOKX	499371	AOKX	499472
AOKX	480016	AOKX	480138	AOKX	480210	AOKX	499372	AOKX	499473
AOKX	480023	AOKX	480139	AOKX	480219	AOKX	499373	AOKX	499474
AOKX	480026	AOKX	480140	AOKX	480221	AOKX	499375	AOKX	499475
AOKX	480028	AOKX	480153	AOKX	480222	AOKX	499377	AOKX	499476
AOKX	480029	AOKX	480154	AOKX	480223	AOKX	499378	AOKX	499477
AOKX	480030	AOKX	480156	AOKX	480231	AOKX	499379	AOKX	499516
AOKX	480032	AOKX	480157	AOKX	480300	AOKX	499397	AOKX	499519
AOKX	480036	AOKX	480158	AOKX	480301	AOKX	499433	AOKX	499524
AOKX	480054	AOKX	480159	AOKX	480302	AOKX	499434	AOKX	499566
AOKX	480055	AOKX	480162	AOKX	480304	AOKX	499435	AOKX	499585
AOKX	480057	AOKX	480164	AOKX	499102	AOKX	499436	AOKX	499586
AOKX	480058	AOKX	480165	AOKX	499171	AOKX	499438	AOKX	499587
AOKX	480060	AOKX	480166	AOKX	499206	AOKX	499439	AOKX	499588
AOKX	480061	AOKX	480167	AOKX	499221	AOKX	499440	AOKX	499589
AOKX	480062	AOKX	480193	AOKX	499261	AOKX	499441	AOKX	499751
AOKX	480063	AOKX	480194	AOKX	499273	AOKX	499442	AOKX	499753
AOKX	480064	AOKX	480196	AOKX	499276	AOKX	499455	AOKX	499754
AOKX	480065	AOKX	480197	AOKX	499278	AOKX	499465	AOKX	499755
AOKX	480066	AOKX	480198	AOKX	499339	AOKX	499466	AOKX	499756
AOKX	480131	AOKX	480199	AOKX	499345	AOKX	499467	AOKX	499757
AOKX	480132	AOKX	480200	AOKX	499349	AOKX	499468	AOKX	499761
AOKX	480133	AOKX	480201	AOKX	499350	AOKX	499469	AOKX	499762
AOKX	480134	AOKX	480202	AOKX	499369	AOKX	499470	AOKX	499763
AOKX	480135	AOKX	480208	AOKX	499370	AOKX	499471	AOKX	499765