

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

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

PHONE: (202) 393-2266  
FAX: 1-855-600-2836  
E-MAIL: [alvord@alvordlaw.com](mailto:alvord@alvordlaw.com)  
WEBSITE: [www.alvordlaw.com](http://www.alvordlaw.com)

July 9, 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. 7, dated as of December 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  
Three Riverway, Suite 1550  
Houston, TX 77056

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

100 covered hopper railcars: AOKX 480003, AOKX 480215, AOKX 480612, AOKX 480616, and cars within the following series: AOKX 480919 – AOKX 480970, AOKX 481099 – AOKX 481468, AOKX 481509 – AOKX 481610, AOKX 496681 – AOKX 497234, and AOKX 499448 – AOKX 499802, 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. 7.

Section Chief  
July 9, 2015  
Page 2

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, looped "M".

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF LEASE**

**SCHEDULE NO. 7**

This is a Memorandum of Schedule No. 7 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. 7 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. 7, 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. Whipkey

TITLE: Sr. Vice President

TITLE: Co-CEO

## RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	480003	AOKX	481538	AOKX	481573	AOKX	481598
AOKX	480215	AOKX	481539	AOKX	481574	AOKX	481599
AOKX	480612	AOKX	481541	AOKX	481575	AOKX	481600
AOKX	480616	AOKX	481546	AOKX	481576	AOKX	481601
AOKX	480919	AOKX	481547	AOKX	481577	AOKX	481602
AOKX	480957	AOKX	481548	AOKX	481578	AOKX	481603
AOKX	480963	AOKX	481552	AOKX	481579	AOKX	481604
AOKX	480966	AOKX	481554	AOKX	481580	AOKX	481605
AOKX	480967	AOKX	481555	AOKX	481581	AOKX	481606
AOKX	480968	AOKX	481556	AOKX	481582	AOKX	481607
AOKX	480970	AOKX	481558	AOKX	481583	AOKX	481608
AOKX	481099	AOKX	481559	AOKX	481584	AOKX	481609
AOKX	481104	AOKX	481560	AOKX	481585	AOKX	481610
AOKX	481462	AOKX	481561	AOKX	481586	AOKX	496681
AOKX	481463	AOKX	481562	AOKX	481587	AOKX	496687
AOKX	481468	AOKX	481563	AOKX	481588	AOKX	496691
AOKX	481509	AOKX	481564	AOKX	481589	AOKX	496692
AOKX	481510	AOKX	481565	AOKX	481590	AOKX	496695
AOKX	481521	AOKX	481566	AOKX	481591	AOKX	496699
AOKX	481523	AOKX	481567	AOKX	481592	AOKX	496700
AOKX	481524	AOKX	481568	AOKX	481593	AOKX	497234
AOKX	481529	AOKX	481569	AOKX	481594	AOKX	499448
AOKX	481530	AOKX	481570	AOKX	481595	AOKX	499742
AOKX	481534	AOKX	481571	AOKX	481596	AOKX	499782
AOKX	481535	AOKX	481572	AOKX	481597	AOKX	499802

100 Cars

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in 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: July 9, 2015

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