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

September 19, 2014

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 September 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. 8 to Full Service Master Lease Agreement previously filed under Recordation Number 31391.

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 21707]

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

100 covered hopper railcars within the series AOKX 494970 – AOKX 498950 as more particularly set forth on the attachment to the document.

Section Chief
September 19, 2014
Page two

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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF
PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE

THIS MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE dated as of September 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 September 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 #8 dated December 23, 2013 (the “**Schedule**”), to the Full Service Master Lease Agreement made 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 #8 and a Memorandum of Assignment of Railcar Leases applicable to the Schedule were filed with the Surface Transportation on September 12, 2014 under STB Recordation Numbers 31391 and 31391-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:

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:

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.

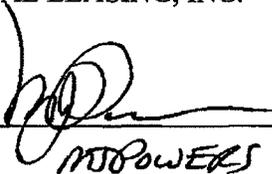
GREENBRIER LEASING COMPANY LLC

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: _____
Title: _____



M. POWERS
SVI

EXHIBIT A

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
US Silica Company Schedule #8 dated December 23, 2013, to the Full Service Master Lease Agreement made 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.

AOKX 494970	AOKX 498260	AOKX 498777
AOKX 494976	AOKX 498261	AOKX 498778
AOKX 495006	AOKX 498262	AOKX 498781
AOKX 496617	AOKX 498263	AOKX 498782
AOKX 496946	AOKX 498264	AOKX 498788
AOKX 496969	AOKX 498265	AOKX 498808
AOKX 497055	AOKX 498343	AOKX 498813
AOKX 497072	AOKX 498362	AOKX 498822
AOKX 497082	AOKX 498364	AOKX 498826
AOKX 497085	AOKX 498369	AOKX 498832
AOKX 497095	AOKX 498370	AOKX 498855
AOKX 497110	AOKX 498663	AOKX 498861
AOKX 497133	AOKX 498670	AOKX 498881
AOKX 497187	AOKX 498680	AOKX 498885
AOKX 497197	AOKX 498692	AOKX 498888
AOKX 497202	AOKX 498693	AOKX 498889
AOKX 497206	AOKX 498694	AOKX 498940
AOKX 497207	AOKX 498696	AOKX 498950
AOKX 497246	AOKX 498697	
AOKX 497251	AOKX 498699	
AOKX 497285	AOKX 498700	
AOKX 497379	AOKX 498701	
AOKX 497417	AOKX 498702	
AOKX 497457	AOKX 498704	
AOKX 497774	AOKX 498705	
AOKX 497776	AOKX 498706	
AOKX 497784	AOKX 498707	
AOKX 497905	AOKX 498708	
AOKX 497915	AOKX 498752	
AOKX 497916	AOKX 498753	
AOKX 497979	AOKX 498756	
AOKX 497985	AOKX 498758	
AOKX 497988	AOKX 498761	
AOKX 497996	AOKX 498762	
AOKX 497998	AOKX 498763	
AOKX 498048	AOKX 498764	
AOKX 498051	AOKX 498765	
AOKX 498056	AOKX 498768	
AOKX 498059	AOKX 498773	
AOKX 498063	AOKX 498775	
AOKX 498259	AOKX 498776	

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: 9/19/2014

Edward M Luria
Edward M. Luria