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Lake Oswego Oregon 97035
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October 10, 2014

VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

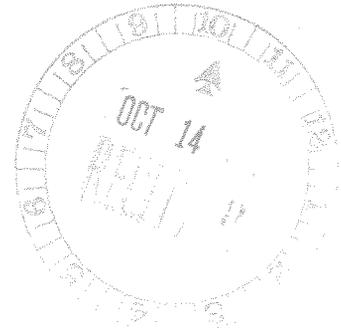
Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are one (1) original and four (4) photocopies of a Memorandum of Schedule No. 1 dated as of April 1, 2014 to Lease Agreement dated as of 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 400
Lake Oswego, Oregon 97035

Lessee: D & I Silica, LLC
Three Riverway, Suite 1550
Houston, Texas 77056



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

One Hundred (100) 3,250 c.f. cement covered hopper railcars, 286,000 lbs., GRL, bearing the reporting marks and numbers as more particularly set forth in the Rail Equipment List attached to the Memorandum of Lease Schedule.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Memorandum of Lease Agreement for Schedule No. 1

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

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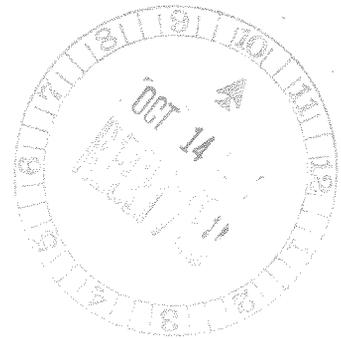
Sincerely,

GREENBRIER LEASING COMPANY LLC



Pamela Crawford
Paralegal

PNC
Enclosures



MEMORANDUM OF LEASE

SCHEDULE NO. 1

This is a Memorandum of Schedule No. 1 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 100 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. 1 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. 1, as each may be amended from time to time.

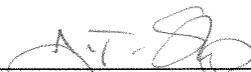
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

D & I SILICA, LLC

BY: 

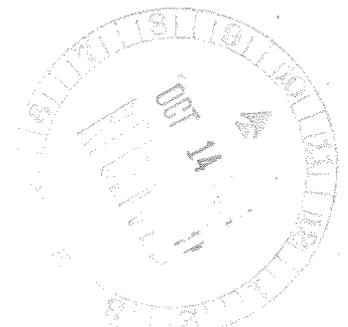
BY: 

NAME: V. 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.

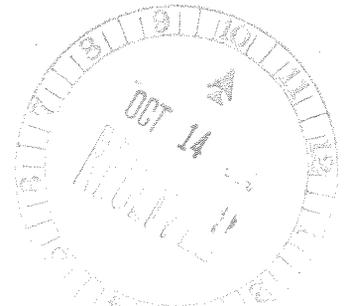
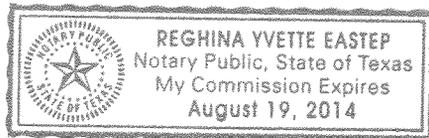


Emily Swensen
NOTARY PUBLIC
My commission expires: May 22, 2018

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 2nd day of July, 2014, before me personally appeared James M. Whipkey, 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	Mark	Number	Mark	Number	Mark	Number
AOKX	494998	AOKX	498375	AOKX	498842	AOKX	498968
AOKX	496912	AOKX	498376	AOKX	498847	AOKX	498972
AOKX	496938	AOKX	498498	AOKX	498852	AOKX	498974
AOKX	496967	AOKX	498499	AOKX	498853	AOKX	498982
AOKX	497090	AOKX	498505	AOKX	498854	AOKX	498983
AOKX	497093	AOKX	498506	AOKX	498882	AOKX	498985
AOKX	497098	AOKX	498507	AOKX	498883	AOKX	498986
AOKX	497099	AOKX	498508	AOKX	498887	AOKX	498987
AOKX	497119	AOKX	498509	AOKX	498923	AOKX	498989
AOKX	497443	AOKX	498512	AOKX	498932	AOKX	498992
AOKX	497737	AOKX	498513	AOKX	498935	AOKX	499003
AOKX	497766	AOKX	498519	AOKX	498936	AOKX	499005
AOKX	497786	AOKX	498521	AOKX	498937	AOKX	499009
AOKX	497788	AOKX	498522	AOKX	498939	AOKX	499013
AOKX	497789	AOKX	498703	AOKX	498945	AOKX	499015
AOKX	497986	AOKX	498779	AOKX	498946	AOKX	499016
AOKX	498096	AOKX	498827	AOKX	498949	AOKX	499035
AOKX	498100	AOKX	498833	AOKX	498955	AOKX	499042
AOKX	498341	AOKX	498834	AOKX	498958	AOKX	499084
AOKX	498342	AOKX	498836	AOKX	498959	AOKX	499203
AOKX	498344	AOKX	498837	AOKX	498960	AOKX	499236
AOKX	498345	AOKX	498838	AOKX	498963	AOKX	499239
AOKX	498367	AOKX	498839	AOKX	498964	AOKX	499245
AOKX	498368	AOKX	498840	AOKX	498966	AOKX	499258
AOKX	498372	AOKX	498841	AOKX	498967	AOKX	499286

TOTAL CARS 100