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

February 29, 2016

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 Assignment, dated as of February 29, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease with respect to Schedule No. 10 previously filed with the Board under Recordation Number 31920.

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: Riverside Rail I LLC
845 Larch Avenue
Elmhurst, IL 60126

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

100 covered hopper railcars within the series AOKX 481553 – AOKX 481941 as set forth in the attachment to the document.

Section Chief
February 29, 2016
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A short summary of the document to appear in the index is:

Memorandum of Assignment.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT dated as of February 29, 2016 (the “**Memorandum**”), is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (“**Transferor**”), and RIVERSIDE RAIL I LLC a Delaware limited liability company (“**Transferee**”).

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Transferor, as lessor, has leased certain railroad cars more particularly described in Exhibit A attached hereto (the “**Cars**”) to D & I Silica, LLC pursuant to that certain Schedule No. 10 dated as of October 1, 2014 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “**Schedule**”), to that certain Lease Agreement dated as of April 1, 2014 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “**Master Lease**”, and the Schedule incorporating by reference the terms and conditions of the Master Lease, the “**Lease**”). .

B. A Memorandum of Lease was filed with respect to Schedule No. 10 with the U.S. Surface Transportation Board on September 18, 2015, at 2:15 p.m., under recordation number 31920.

C. Transferor and Transferee are parties to that certain Assignment Agreement dated February 29, 2016, pursuant to which Transferor has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after February 29, 2016, and the Cars, to Transferee.

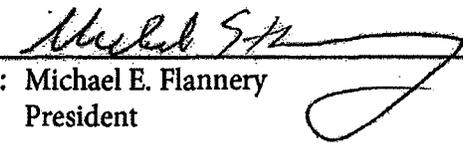
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Member 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.

RIVERSIDE RAIL I LLC

By: 
Name: Michael E. Flannery
Title: President

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: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Member 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.

RIVERSIDE RAIL I LLC

By: _____
Name:
Title:

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: James I. Sharp
Title: President

[Memorandum of Assignment]

EXHIBIT A

RAILCARS

One hundred (100) 3,250 c.f. cement covered hopper railcars, 286,000 lbs. GRL, with three 30" circular loading hatches and two low-profile discharge gates marked and numbered as indicated on the Railcar List attached hereto:

RAILCAR LIST

| Mark | Number | Mark | Number | Mark | Number | Mark | Number |
|--------------|---------------|-------------|---------------|-------------|---------------|-------------|-----------------|
| AOKX | 481553 | AOKX | 481860 | AOKX | 481890 | AOKX | 481915 |
| AOKX | 481694 | AOKX | 481861 | AOKX | 481891 | AOKX | 481916 |
| AOKX | 481729 | AOKX | 481862 | AOKX | 481892 | AOKX | 481917 |
| AOKX | 481783 | AOKX | 481863 | AOKX | 481893 | AOKX | 481918 |
| AOKX | 481788 | AOKX | 481865 | AOKX | 481894 | AOKX | 481919 |
| AOKX | 481807 | AOKX | 481866 | AOKX | 481895 | AOKX | 481920 |
| AOKX | 481815 | AOKX | 481867 | AOKX | 481896 | AOKX | 481921 |
| AOKX | 481821 | AOKX | 481868 | AOKX | 481897 | AOKX | 481922 |
| AOKX | 481833 | AOKX | 481869 | AOKX | 481898 | AOKX | 481923 |
| AOKX | 481834 | AOKX | 481871 | AOKX | 481899 | AOKX | 481924 |
| AOKX | 481836 | AOKX | 481872 | AOKX | 481900 | AOKX | 481925 |
| AOKX | 481838 | AOKX | 481874 | AOKX | 481901 | AOKX | 481926 |
| AOKX | 481840 | AOKX | 481875 | AOKX | 481902 | AOKX | 481927 |
| AOKX | 481842 | AOKX | 481876 | AOKX | 481903 | AOKX | 481928 |
| AOKX | 481844 | AOKX | 481877 | AOKX | 481904 | AOKX | 481929 |
| AOKX | 481845 | AOKX | 481878 | AOKX | 481905 | AOKX | 481930 |
| AOKX | 481846 | AOKX | 481879 | AOKX | 481906 | AOKX | 481932 |
| AOKX | 481847 | AOKX | 481880 | AOKX | 481907 | AOKX | 481933 |
| AOKX | 481849 | AOKX | 481881 | AOKX | 481908 | AOKX | 481934 |
| AOKX | 481851 | AOKX | 481882 | AOKX | 481909 | AOKX | 481935 |
| AOKX | 481854 | AOKX | 481884 | AOKX | 481910 | AOKX | 481937 |
| AOKX | 481855 | AOKX | 481886 | AOKX | 481911 | AOKX | 481938 |
| AOKX | 481857 | AOKX | 481887 | AOKX | 481912 | AOKX | 481939 |
| AOKX | 481858 | AOKX | 481888 | AOKX | 481913 | AOKX | 481940 |
| AOKX | 481859 | AOKX | 481889 | AOKX | 481914 | AOKX | 481941 |
| Total | | | | | | | 100 Cars |

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: February 29, 2016

Edward M. Luria

Edward M. Luria