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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. 8 previously filed with the Board under Recordation Number 31828.

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: AOKX 499497, AOKX 496697 and within the series AOKX 481258 – AOKX 481712 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

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. 8 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. 8 with the U.S. Surface Transportation Board on July 24, 2015, at 4:15 p.m., under recordation number 31828.

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.

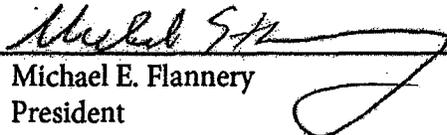
D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both 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 L. 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	481258	AOKX	481636	AOKX	481662	AOKX	481688
AOKX	481513	AOKX	481637	AOKX	481663	AOKX	481689
AOKX	481611	AOKX	481638	AOKX	481664	AOKX	481690
AOKX	481612	AOKX	481639	AOKX	481665	AOKX	481691
AOKX	481613	AOKX	481640	AOKX	481666	AOKX	481692
AOKX	481614	AOKX	481641	AOKX	481667	AOKX	481693
AOKX	481615	AOKX	481643	AOKX	481668	AOKX	481695
AOKX	481616	AOKX	481644	AOKX	481670	AOKX	481696
AOKX	481617	AOKX	481645	AOKX	481671	AOKX	481697
AOKX	481618	AOKX	481646	AOKX	481672	AOKX	481698
AOKX	481619	AOKX	481647	AOKX	481673	AOKX	481699
AOKX	481620	AOKX	481648	AOKX	481674	AOKX	481700
AOKX	481621	AOKX	481649	AOKX	481675	AOKX	481701
AOKX	481623	AOKX	481650	AOKX	481676	AOKX	481702
AOKX	481624	AOKX	481651	AOKX	481677	AOKX	481703
AOKX	481625	AOKX	481652	AOKX	481678	AOKX	481704
AOKX	481626	AOKX	481653	AOKX	481679	AOKX	481705
AOKX	481627	AOKX	481654	AOKX	481680	AOKX	481706
AOKX	481628	AOKX	481655	AOKX	481681	AOKX	481707
AOKX	481629	AOKX	481656	AOKX	481682	AOKX	481708
AOKX	481631	AOKX	481657	AOKX	481683	AOKX	481709
AOKX	481632	AOKX	481658	AOKX	481684	AOKX	481710
AOKX	481633	AOKX	481659	AOKX	481685	AOKX	481712
AOKX	481634	AOKX	481660	AOKX	481686	AOKX	496697
AOKX	481635	AOKX	481661	AOKX	481687	AOKX	499497
<b>Total</b>							<b>100 Cars</b>

**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