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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. 2 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:

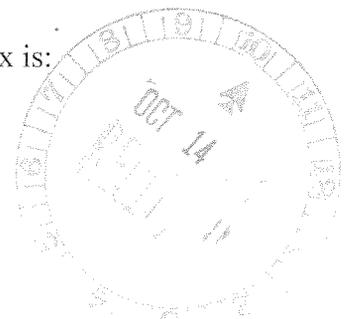
One Hundred (100) 3,250 c.f. cement covered hopper railcars, 286,000 lbs.,
GRL, bearing the reporting marks and numbers as more particularly set forth in
the Rail Equipment List attached to the Memorandum of Lease Schedule.

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. 2

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



Section Chief
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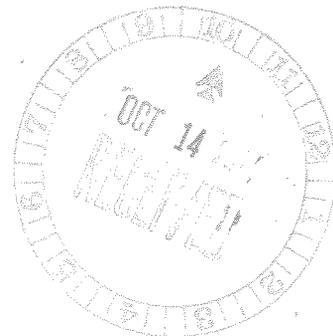
Sincerely,

GREENBRIER LEASING COMPANY LLC

A handwritten signature in cursive script that reads "Pamela Crawford". The signature is written in dark ink and is positioned above the typed name and title.

Pamela Crawford
Paralegal

PNC
Enclosures



MEMORANDUM OF LEASE

SCHEDULE NO. 2

This is a Memorandum of Schedule No. 2 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. 2 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. 2, 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.

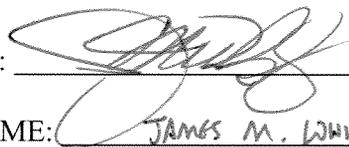
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

D & I SILICA, LLC

BY: 

BY: 

NAME: J. T. Sharp

NAME: JAMES M. WHISKEY

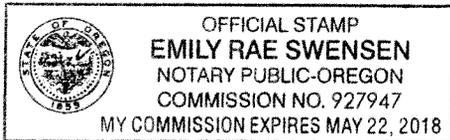
TITLE: President

TITLE: co- cfo & 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.

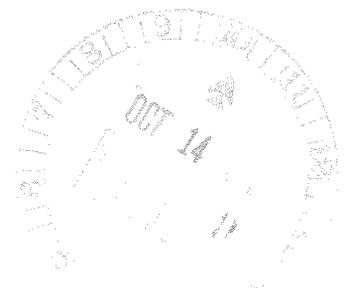
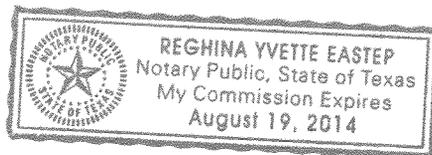


Emily Swensen
NOTARY PUBLIC
My commission expires: May 22, 2018

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.

Regina Yvette Eastep
NOTARY PUBLIC
My commission expires: 8/19/14



RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	497170	AOKX	499177	AOKX	499224	AOKX	499267
AOKX	497182	AOKX	499179	AOKX	499225	AOKX	499269
AOKX	497211	AOKX	499180	AOKX	499230	AOKX	499270
AOKX	498065	AOKX	499181	AOKX	499231	AOKX	499279
AOKX	498835	AOKX	499183	AOKX	499233	AOKX	499284
AOKX	498846	AOKX	499184	AOKX	499234	AOKX	499285
AOKX	498858	AOKX	499186	AOKX	499235	AOKX	499287
AOKX	498921	AOKX	499187	AOKX	499237	AOKX	499288
AOKX	498924	AOKX	499188	AOKX	499243	AOKX	499289
AOKX	498995	AOKX	499195	AOKX	499244	AOKX	499290
AOKX	499036	AOKX	499196	AOKX	499246	AOKX	499291
AOKX	499082	AOKX	499198	AOKX	499247	AOKX	499292
AOKX	499085	AOKX	499200	AOKX	499248	AOKX	499293
AOKX	499086	AOKX	499201	AOKX	499249	AOKX	499294
AOKX	499087	AOKX	499202	AOKX	499251	AOKX	499295
AOKX	499108	AOKX	499205	AOKX	499252	AOKX	499306
AOKX	499165	AOKX	499207	AOKX	499254	AOKX	499325
AOKX	499166	AOKX	499209	AOKX	499255	AOKX	499326
AOKX	499167	AOKX	499210	AOKX	499256	AOKX	499327
AOKX	499168	AOKX	499212	AOKX	499257	AOKX	499331
AOKX	499170	AOKX	499216	AOKX	499259	AOKX	499341
AOKX	499172	AOKX	499218	AOKX	499260	AOKX	499354
AOKX	499173	AOKX	499219	AOKX	499262	AOKX	499376
AOKX	499174	AOKX	499220	AOKX	499263	AOKX	499383
AOKX	499175	AOKX	499223	AOKX	499266	AOKX	499385

OTOTAL CARS 100