

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

PHONE: (202) 393-2266

FAX: 1-855-600-2836

E-MAIL: [alvord@alvordlaw.com](mailto:alvord@alvordlaw.com)

WEBSITE: [www.alvordlaw.com](http://www.alvordlaw.com)

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

September 18, 2015

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 Lease Schedule No. 11, dated as of October 1, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Lessee: D & I Silica, LLC  
c/o Hi-Crush Partners LP  
Three Riverway, Suite 1550  
Houston, TX 77056

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

100 covered hopper railcars: AOKX 480837 and within the series AOKX 481551 – AOKX 482055 as set forth on the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Schedule No. 11.

Section Chief  
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Page 2

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 blue ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 11

This is a Memorandum of Schedule No. 11 dated as of October 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 with three 30" circular loading hatches and two low profile discharge gates bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 11 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. 11, as each may be amended from time to time.

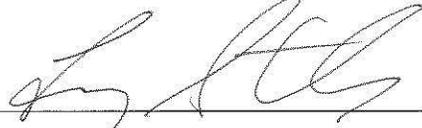
IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the date indicated below.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

D & I SILICA, LLC

BY: 

BY: 

NAME: Larry D. Stanley

NAME: James M. Whippley

TITLE: Sr. Vice President

TITLE: Co-CEO

## RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	480837	AOKX	481962	AOKX	481987	AOKX	482019
AOKX	481551	AOKX	481963	AOKX	481988	AOKX	482020
AOKX	481864	AOKX	481964	AOKX	481989	AOKX	482022
AOKX	481931	AOKX	481965	AOKX	481990	AOKX	482024
AOKX	481936	AOKX	481966	AOKX	481991	AOKX	482026
AOKX	481942	AOKX	481967	AOKX	481992	AOKX	482027
AOKX	481943	AOKX	481968	AOKX	481993	AOKX	482030
AOKX	481944	AOKX	481969	AOKX	481994	AOKX	482031
AOKX	481945	AOKX	481970	AOKX	481995	AOKX	482035
AOKX	481946	AOKX	481971	AOKX	481996	AOKX	482036
AOKX	481947	AOKX	481972	AOKX	481997	AOKX	482037
AOKX	481948	AOKX	481973	AOKX	481998	AOKX	482038
AOKX	481949	AOKX	481974	AOKX	481999	AOKX	482039
AOKX	481950	AOKX	481975	AOKX	482000	AOKX	482040
AOKX	481951	AOKX	481976	AOKX	482001	AOKX	482041
AOKX	481952	AOKX	481977	AOKX	482003	AOKX	482043
AOKX	481953	AOKX	481978	AOKX	482005	AOKX	482044
AOKX	481954	AOKX	481979	AOKX	482006	AOKX	482045
AOKX	481955	AOKX	481980	AOKX	482007	AOKX	482046
AOKX	481956	AOKX	481981	AOKX	482009	AOKX	482048
AOKX	481957	AOKX	481982	AOKX	482011	AOKX	482049
AOKX	481958	AOKX	481983	AOKX	482014	AOKX	482050
AOKX	481959	AOKX	481984	AOKX	482016	AOKX	482051
AOKX	481960	AOKX	481985	AOKX	482017	AOKX	482052
AOKX	481961	AOKX	481986	AOKX	482018	AOKX	482055

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: September 18, 2015

*Edward M. Luria*

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Edward M. Luria