

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

July 24, 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. 8, 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
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: D&I Silica LLC
Three Riverway, suite 1550
Houston, TX 77056

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

100 covered hopper railcars: AOKX 496697, AOKX 499497 and within the series AOKX 481258 – AOKX 481712 as more particularly set forth on the attachment to the document.

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

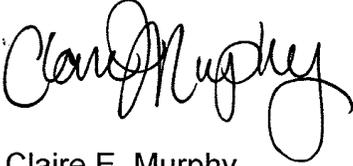
Memorandum of Lease Schedule No. 8.

Section Chief
July 24, 2015
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 black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 8

This is a Memorandum of Schedule No. 8 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. 8 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. 8, 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	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

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: July 24, 2015



Claire E. Murphy