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

October 20, 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. 13, 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 within the series AOKX 480019 – AOKX 498943 as more particularly set forth on the attachment to the document.

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

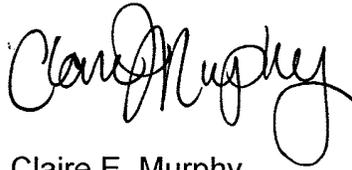
Memorandum of Lease Schedule No. 13.

Section Chief  
October 20, 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 "y" at the end.

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF LEASE**

**SCHEDULE NO. 13**

This is a Memorandum of Schedule No. 13 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. 13 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. 13, as each may be amended from time to time.

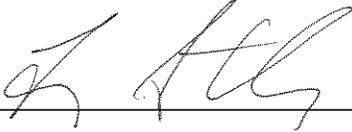
IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free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

TITLE: Sr. Vice President

TITLE: co- CEO

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2. Schedule No. 13 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. 13, 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: \_\_\_\_\_

NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_

TITLE: \_\_\_\_\_

## RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	480019	AOKX	481784	AOKX	482089	AOKX	482120
AOKX	480022	AOKX	481787	AOKX	482091	AOKX	482121
AOKX	480232	AOKX	481796	AOKX	482092	AOKX	482123
AOKX	480623	AOKX	481802	AOKX	482094	AOKX	482124
AOKX	480824	AOKX	481806	AOKX	482095	AOKX	482125
AOKX	480841	AOKX	482004	AOKX	482096	AOKX	482126
AOKX	480843	AOKX	482067	AOKX	482098	AOKX	482127
AOKX	480847	AOKX	482069	AOKX	482099	AOKX	482128
AOKX	480851	AOKX	482070	AOKX	482100	AOKX	482129
AOKX	480879	AOKX	482071	AOKX	482101	AOKX	482130
AOKX	480880	AOKX	482073	AOKX	482102	AOKX	482132
AOKX	480898	AOKX	482074	AOKX	482103	AOKX	482133
AOKX	480930	AOKX	482075	AOKX	482104	AOKX	482134
AOKX	480931	AOKX	482076	AOKX	482105	AOKX	482136
AOKX	481091	AOKX	482077	AOKX	482106	AOKX	482161
AOKX	481211	AOKX	482078	AOKX	482107	AOKX	482173
AOKX	481549	AOKX	482079	AOKX	482108	AOKX	482177
AOKX	481557	AOKX	482080	AOKX	482109	AOKX	482180
AOKX	481622	AOKX	482081	AOKX	482111	AOKX	482183
AOKX	481739	AOKX	482082	AOKX	482112	AOKX	482192
AOKX	481771	AOKX	482083	AOKX	482113	AOKX	482196
AOKX	481776	AOKX	482084	AOKX	482114	AOKX	482197
AOKX	481777	AOKX	482085	AOKX	482116	AOKX	482198
AOKX	481778	AOKX	482087	AOKX	482118	AOKX	497081
AOKX	481782	AOKX	482088	AOKX	482119	AOKX	498943

Total Cars: 100

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and 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: October 19, 2015

  
\_\_\_\_\_  
Claire E. Murphy