

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

November 25, 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 Assignment, dated as of November 25, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 23 to Full Service Master Lease Agreement previously filed with the Board under Recordation Number 31926.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Assignee:	ITE Southwest, L.P. 200 Park Avenue South, Suite 1511 New York, NY 10002
[Lessee:	US Silica Company 8490 Progress Drive, Suite 300 Frederick, MD 21701]

Section Chief
November 25, 2015
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A description of the equipment covered by the enclosed document is:

100 covered hopper railcars: AOKX 482788, AOKX 482813 and AOKX 482826 – AOKX 482923, inclusive.

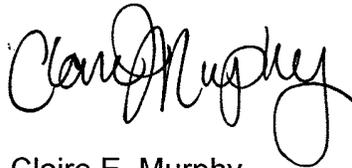
A short summary of the document to appear in the index is:

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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive, flowing style with a large, prominent "C" at the beginning.

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT dated as of November 25, 2015, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (“Greenbrier”), and ITE SOUTHWEST L.P., a Delaware limited partnership (“ITE SW”).

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as lessor, has leased certain railroad cars more particularly described in Exhibit A attached hereto (the “Cars”) pursuant to that certain Full Service Master Lease Agreement dated as of June 16, 2004 between Greenbrier Leasing Company LLC (as assignee of Midwest Railcar Corporation) and US Silica Company (the “Lease Agreement”), and Schedule No. 23 thereto dated May 16, 2014 (the “Schedule”, and together with the Lease Agreement as it relates to the Schedule, each as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “Lease”) to US Silica Company.

B. A Memorandum of Lease was filed with respect to Schedule No. 23 with the U.S. Surface Transportation Board on September 22, 2015, under recordation number 31926.

C. A Memorandum of Assignment of Railcar Leases was filed with respect to Schedule No. 23 with the U.S. Surface Transportation Board on September 22, 2015, under recordation number 31926-A.

D. Greenbrier and ITE SW are parties to that certain Assignment Agreement dated November 25, 2015, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after November 25, 2015, and the Cars, to ITE SW.

E. 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 of Assignment 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 ITE Southwest L.P. by authority of its General Partner and that I acknowledge that the execution of the foregoing instrument was the free act and deed of ITE Southwest L.P. I further declare under penalty of perjury that the foregoing is true and correct.

ITE Southwest L.P.

By: ITE Southwest L.L.C., its general partner

By: 
Name: Jason Koenig
Title: President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Greenbrier by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Greenbrier. 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 of Assignment 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 ITE Southwest L.P. by authority of its General Partner and that I acknowledge that the execution of the foregoing instrument was the free act and deed of ITE Southwest L.P. I further declare under penalty of perjury that the foregoing is true and correct.

ITE Southwest L.P.

By: ITE Southwest L.L.C., its general partner

By: _____
Name: Jason Koenig
Title: President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Greenbrier by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Greenbrier. I further declare under penalty of perjury that the foregoing is true and correct.

Greenbrier Leasing Company LLC

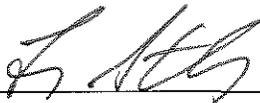
By: 
Name: Larry D. Stanley
Title: Sr. Vice President

EXHIBIT A

RAILCARS

One Hundred (100) 3,250 cf, 286,000 GRL, Covered Hoppers with 13" x 42" low profile gravity discharge gates and three (3) 30" center round hatches, marked and numbered AOKX 482788, AOKX 482813 and AOKX 482826 through AOKX 482923, inclusive.

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: November 25, 2015



Claire E. Murphy