

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)

July 27, 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 of Railcar Leases, dated as of June 4, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Schedule #21 to Full Service Master Lease Agreement being filed with the Board under Recordation Number 31831.

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

Assignor: Midwest Railcar Corporation  
4949 Autumn Oaks, Suite B  
Maryville, IL 62062

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

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

100 railcars: AOKX 482524 – AOKX 482623 as set forth on the attachment to the lease filed under Recordation Number 31831

Section Chief  
July 27, 2015  
Page 2

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

Memorandum of Assignment of Railcar Leases.

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 ASSIGNMENT OF RAILCAR LEASES**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASES (this “Memorandum”) dated as of June 4, 2015, is between MIDWEST RAILCAR CORPORATION (“Assignor”) and GREENBRIER LEASING COMPANY LLC (“Assignee”).

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

A. Assignor is the lessor under Schedule #21, Schedule #22, Schedule #23, and Schedule #24 (each individually, a “Lease Schedule” and collectively, the “Lease Schedules”), each dated as of May 16, 2014 and each to the Full Service Master Lease Agreement dated as of June 16, 2004 (the “Lease Agreement”), each by and between Assignor, as lessor, and US Silica Company (“Lessee”), as lessee (each Lease Schedule, together with the Lease Agreement solely as it pertains to such Lease Schedule, a “Lease”, and collectively, the “Leases”). Assignor and Lessee are also parties to the following memoranda with respect to the Leases, respectively, which memoranda are being recorded with the Surface Transportation Board contemporaneously with the filing of this Memorandum:

1. Memorandum of Schedule #21 to Full Service Master Lease Agreement dated May 16, 2014 by and between Assignor, as lessor, and Lessee, as lessee,
2. Memorandum of Schedule #22 to Full Service Master Lease Agreement dated May 16, 2014 by and between Assignor, as lessor, and Lessee, as lessee,
3. Memorandum of Schedule #23 to Full Service Master Lease Agreement dated May 16, 2014 by and between Assignor, as lessor, and Lessee, as lessee, and
4. Memorandum of Schedule #24 to Full Service Master Lease Agreement dated May 16, 2014 by and between Assignor, as lessor, and Lessee, as lessee.

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment and Assumption of Lessor’s Interest in Leases, dated the date hereof, pursuant to which the Assignor has assigned to the Assignee the rights of “Lessor” under each of the Leases. The terms of the assignment are more particularly set forth in the above-referenced Assignment and Assumption of Lessor’s Interest in the Leases.

C. 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.

[signatures appear on the following page]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION,  
as Assignor

By:  (SEAL)  
Richard M. Folio  
Executive Vice President

STATE OF MARYLAND )  
COUNTY ) SS:  
CITY OF BALTIMORE )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Baltimore this 18<sup>th</sup> day of May, 2015 by Richard M. Folio, as an Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois corporation.

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires ~~September 20, 2015~~

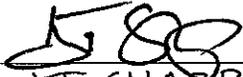
  
Notary Public

My commission expires: 7/8/15

[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

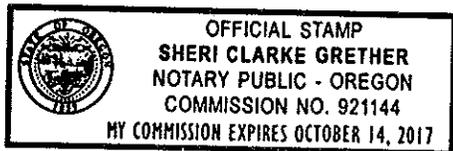
GREENBRIER LEASING COMPANY LLC,  
as Assignee

By:   
Name: JT SHARP  
Title: PRESIDENT

STATE OF OREGON                    )  
  ) SS:  
COUNTY OF CLACKAMAS        )

On this 3<sup>rd</sup> day of June, 2015, before me, a Notary Public of the County and State aforesaid, personally appeared J.T. Sharp, to me personally known, who being by me duly sworn, says that he is a President of Greenbrier Leasing Company LLC, an Oregon limited liability company, that the foregoing instrument was signed on behalf of said entity with due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

AS WITNESS my hand and notarial seal



  
Notary Public  
My commission expires: October 14, 2017

**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: July 27, 2015

*Edward M. Luria*

\_\_\_\_\_  
Edward M. Luria