

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)

October 23, 2013

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 and Assumption Agreement, dated as of October 23, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Schedule No. 1 previously filed with the board under Recordation Number 31426.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 400 Lake Oswego, OR 97035
Assignee:	MUL Railcars Leasing, LLC C/O Mitsubishi UFJ Lease & Finance Co. Ltd. 5-1, Marunouchi, 1-Chome Chiyodaku, Tokyo 100-6525 Japan
[Lessee:	D & I Silica, LLC Three Riverway, Suite 1550 Houston, TX 77056]

Chief, Section of Administration

October 23, 2013

Page 2

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

100 covered hopper railcars within the series AOKX 494998 – AOKX 499286 as more particularly set forth in the attachment to the document.

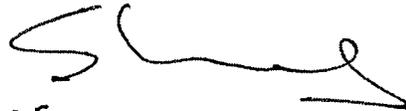
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

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 'E. Luria', with a long horizontal stroke extending to the right.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

MUL RAILCARS LEASING, LLC

October 23, 2014

Memorandum of Assignment and Assumption Agreement (this "Memorandum") made and entered into as of October 23, 2014, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and MUL Railcars Leasing, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

1. Assignor, as lessor, leased to D & I Silica, LLC, as lessee ("Lessee"), one hundred (100) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as indicated in the Rail Equipment List attached hereto as Exhibit A (the "Cars"), pursuant to that certain Lease Agreement made as of April 1, 2014 (the "Lease Agreement"), and Schedule No. 1 thereto dated as of April 1, 2014 (Schedule No. 1 and the Lease Agreement as it relates to Schedule No. 1 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31426 on October 15, 2014 at 12:42 p.m.
3. Assignor has agreed to sell and assign to Assignee and Assignee has agreed to purchase and assume from Assignor certain interests under the Lease, and the Cars, and this Memorandum is being filed with the STB to reflect such assignment and assumption.
4. This Memorandum may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

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

GREENBRIER LEASING COMPANY LLC

By: 

Title: Sr. Vice President

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

MUL RAILCARS LEASING, LLC

By: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

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

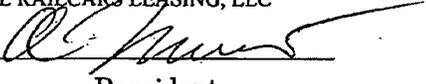
GREENBRIER LEASING COMPANY LLC

By: _____

Title: _____

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

MUL RAILCARS LEASING, LLC

By:  _____

Title: President

EXHIBIT A
RAIL EQUIPMENT LIST

AOKX	494998	AOKX	498375	AOKX	498842	AOKX	498985
AOKX	496912	AOKX	498376	AOKX	498847	AOKX	498986
AOKX	496938	AOKX	498498	AOKX	498852	AOKX	498987
AOKX	496967	AOKX	498499	AOKX	498853	AOKX	498989
AOKX	497090	AOKX	498505	AOKX	498854	AOKX	498992
AOKX	497093	AOKX	498506	AOKX	498882	AOKX	499003
AOKX	497098	AOKX	498507	AOKX	498883	AOKX	499005
AOKX	497099	AOKX	498508	AOKX	498887	AOKX	499009
AOKX	497119	AOKX	498509	AOKX	498923	AOKX	499013
AOKX	497443	AOKX	498512	AOKX	498932	AOKX	499015
AOKX	497737	AOKX	498513	AOKX	498935	AOKX	499016
AOKX	497766	AOKX	498519	AOKX	498936	AOKX	499035
AOKX	497786	AOKX	498521	AOKX	498937	AOKX	499042
AOKX	497788	AOKX	498522	AOKX	498939	AOKX	499084
AOKX	497789	AOKX	498703	AOKX	498945	AOKX	499203
AOKX	497986	AOKX	498779	AOKX	498946	AOKX	499236
AOKX	498096	AOKX	498827	AOKX	498949	AOKX	499239
AOKX	498100	AOKX	498833	AOKX	498955	AOKX	499245
AOKX	498341	AOKX	498834	AOKX	498958	AOKX	499258
AOKX	498342	AOKX	498836	AOKX	498959	AOKX	499286
AOKX	498344	AOKX	498837	AOKX	498960	AOKX	498968
AOKX	498345	AOKX	498838	AOKX	498963	AOKX	498972
AOKX	498367	AOKX	498839	AOKX	498964	AOKX	498974
AOKX	498368	AOKX	498840	AOKX	498966	AOKX	498982
AOKX	498372	AOKX	498841	AOKX	498967	AOKX	498983

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: 10/23/2014

Edward M Luria

Edward M. Luria