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

September 12, 2014

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 March 27, 2014, 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. 8 to Full Service Master Lease Agreement being filed with the Board under Recordation Number 31391.

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

Section Chief  
September 12, 2014  
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A description of the railroad equipment covered by the enclosed document is:

100 railcars within the series AOKX 494970 – AOKX 498950 as set forth in the attachment to the document filed under Recordation Number 31391.

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 black 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 March 27, 2014, 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 #4, Schedule #5, Schedule #6, Schedule #7, Schedule #8, Schedule #9, and Schedule #10 (each individually, a "Lease Schedule" and collectively, the "Lease Schedules"), each dated as of December 23, 2013 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 #4 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee,
2. Memorandum of Schedule #5 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee,
3. Memorandum of Schedule #6 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee,
4. Memorandum of Schedule #7 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee,
5. Memorandum of Schedule #8 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee,
6. Memorandum of Schedule #9 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee, and
7. Memorandum of Schedule #10 to Full Service Master Lease Agreement dated December 23, 2013 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]

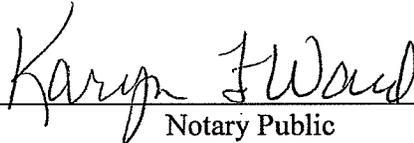
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION,  
as Assignor

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

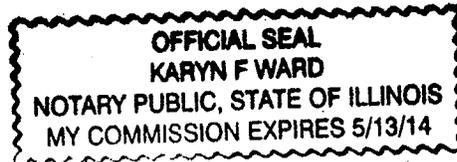
STATE OF ILLINOIS        )  
  ) SS:  
COUNTY OF MADISON    )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Madison this 26<sup>th</sup> day of March, 2014 by Richard M. Folio, as an Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois corporation.

  
Notary Public

My commission expires: 5/13/14

[Notarial Seal]





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: 9/12/14

Edward M Luria  
Edward M. Luria