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ELIAS C. ALVORD (1942)
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January 20, 2016

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. 16, 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 482974 – AOKX 483091 as more particularly set forth on the attachment to the document.

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

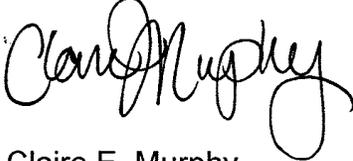
Memorandum of Lease Schedule No. 16.

Section Chief
January 20, 2016
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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. 16

This is a Memorandum of Schedule No. 16 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. 16 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. 16, 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. WHIPKEY

TITLE: Sr. Vice President

TITLE: CO-CEO

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	482974	AOKX	483000	AOKX	483027	AOKX	483065
AOKX	482975	AOKX	483001	AOKX	483028	AOKX	483066
AOKX	482976	AOKX	483003	AOKX	483029	AOKX	483067
AOKX	482977	AOKX	483004	AOKX	483030	AOKX	483068
AOKX	482978	AOKX	483005	AOKX	483031	AOKX	483069
AOKX	482979	AOKX	483006	AOKX	483032	AOKX	483070
AOKX	482980	AOKX	483007	AOKX	483033	AOKX	483071
AOKX	482981	AOKX	483008	AOKX	483034	AOKX	483072
AOKX	482982	AOKX	483009	AOKX	483035	AOKX	483073
AOKX	482983	AOKX	483010	AOKX	483036	AOKX	483074
AOKX	482984	AOKX	483011	AOKX	483037	AOKX	483075
AOKX	482985	AOKX	483012	AOKX	483038	AOKX	483076
AOKX	482986	AOKX	483013	AOKX	483039	AOKX	483077
AOKX	482987	AOKX	483014	AOKX	483040	AOKX	483078
AOKX	482988	AOKX	483015	AOKX	483043	AOKX	483079
AOKX	482989	AOKX	483016	AOKX	483045	AOKX	483080
AOKX	482990	AOKX	483018	AOKX	483048	AOKX	483082
AOKX	482991	AOKX	483019	AOKX	483050	AOKX	483083
AOKX	482992	AOKX	483020	AOKX	483056	AOKX	483084
AOKX	482993	AOKX	483021	AOKX	483057	AOKX	483085
AOKX	482994	AOKX	483022	AOKX	483060	AOKX	483086
AOKX	482995	AOKX	483023	AOKX	483061	AOKX	483087
AOKX	482996	AOKX	483024	AOKX	483062	AOKX	483088
AOKX	482998	AOKX	483025	AOKX	483063	AOKX	483089
AOKX	482999	AOKX	483026	AOKX	483064	AOKX	483091

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: January 20, 2016



Claire E. Murphy