

April 12, 2016 12:30 PM

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

April 12, 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 Schedule No. 18 to Lease Agreement, dated as of February 1, 2015, 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 re:

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 15
Houston, TX 77056

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

100 covered hopper railcars: AOKX 483659 – AOKX 483713, inclusive,
and AOKX 499950 – AOKX 499994, inclusive.

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

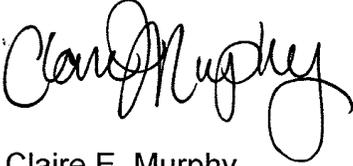
Memorandum of Schedule No. 18 to Lease Agreement.

Section Chief
April 12, 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 "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF SCHEDULE NO. 18

TO LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

D & I SILICA, LLC ("LESSEE")

DATED AS OF FEBRUARY 1, 2015
TO LEASE AGREEMENT DATED AS OF APRIL 1, 2014

Memorandum of Schedule No. 18 dated as of February 1, 2015 to a Lease Agreement dated 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 one hundred (100) 3,250 cf cement covered hopper railcars, 286,000 lbs. GRL with three 30" circular loading hatches and two low profile discharge gates built to Gunderson LLC Specification R12-23 dated 6/03/14 bearing car marks and numbers listed on Exhibit A attached hereto.
2. Schedule No.18 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 18, 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: Laura C. Fulton

TITLE: Sr. Vice President

TITLE: CF

DATE: 10-10-2015

DATE: 09/25/15

EXHIBIT A
Rail Equipment List

AOKX 483659 through AOKX 483713, inclusive and AOKX 499950 through AOKX 499994, inclusive

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in 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: April 12, 2016



Claire E. Murphy