

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

August 10, 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 Lease Schedule No. 9, 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: AOKX 499001, AOKX 499830 and cars within the series AOKX 481522 – AOKX 481856 as more particularly set forth on the attachment to the document.

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

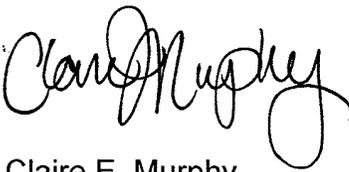
Memorandum of Lease Schedule No. 9.

Section Chief
August 10, 2015
Page 2

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 LEASE

SCHEDULE NO. 9

This is a Memorandum of Schedule No. 9 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. 9 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.9, as each may be amended from time to time.

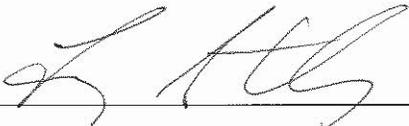
IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the date indicated below.

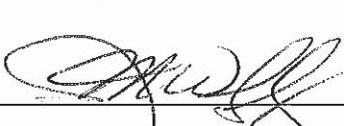
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

D & I SILICA, LLC

BY: 

BY: 

NAME: Larry D. Stanley

NAME: James M. Whippley

TITLE: Sr. Vice President

TITLE: Co-CEO

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	481522	AOKX	481734	AOKX	481766	AOKX	481819
AOKX	481630	AOKX	481735	AOKX	481768	AOKX	481820
AOKX	481642	AOKX	481736	AOKX	481769	AOKX	481822
AOKX	481669	AOKX	481737	AOKX	481770	AOKX	481823
AOKX	481711	AOKX	481738	AOKX	481772	AOKX	481824
AOKX	481713	AOKX	481740	AOKX	481773	AOKX	481825
AOKX	481714	AOKX	481741	AOKX	481774	AOKX	481826
AOKX	481715	AOKX	481742	AOKX	481779	AOKX	481827
AOKX	481716	AOKX	481743	AOKX	481780	AOKX	481828
AOKX	481717	AOKX	481744	AOKX	481781	AOKX	481829
AOKX	481718	AOKX	481745	AOKX	481790	AOKX	481830
AOKX	481719	AOKX	481746	AOKX	481791	AOKX	481831
AOKX	481720	AOKX	481747	AOKX	481793	AOKX	481832
AOKX	481721	AOKX	481748	AOKX	481797	AOKX	481835
AOKX	481722	AOKX	481749	AOKX	481798	AOKX	481837
AOKX	481723	AOKX	481751	AOKX	481799	AOKX	481839
AOKX	481724	AOKX	481753	AOKX	481800	AOKX	481841
AOKX	481725	AOKX	481754	AOKX	481801	AOKX	481843
AOKX	481726	AOKX	481755	AOKX	481804	AOKX	481848
AOKX	481727	AOKX	481756	AOKX	481812	AOKX	481850
AOKX	481728	AOKX	481758	AOKX	481813	AOKX	481852
AOKX	481730	AOKX	481759	AOKX	481814	AOKX	481853
AOKX	481731	AOKX	481760	AOKX	481816	AOKX	481856
AOKX	481732	AOKX	481761	AOKX	481817	AOKX	499001
AOKX	481733	AOKX	481762	AOKX	481818	AOKX	499830

Total: 100 Cars

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: August 10, 2015



Claire E. Murphy