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

July 31, 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 Assignment, dated as of July 31, 2015, 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. 7 previously filed with the Board under Recordation Number 31812.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Assignee:	Railcar Holdings PAS I LLC 200 Park Avenue South, Suite 1511 New York, New York 10002
[Lessee:	D&I Silica, LLC Three Riverway, Suite 1550 Houston, Texas 77056 2]

Section Chief
July 31, 2015
Page 2

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

100 covered hopper railcars: AOKX 480003, AOKX 480215, AOKX 480612, AOKX 480616, and cars within the following series: AOKX 480919 – AOKX 480970, AOKX 481099 – AOKX 481468, AOKX 481509 – AOKX 481610, AOKX 496681 – AOKX 497234, and AOKX 499448 – AOKX 499802, 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 Assignment.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT dated as of July 31, 2015, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (“Greenbrier”), and RAILCAR HOLDINGS PAS I LLC, a Delaware limited liability company (“Railcar Holdings”).

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as lessor, has leased certain railroad cars more particularly described in Exhibit A attached hereto (the “Cars”) pursuant to that certain Lease Agreement dated as of April 1, 2014 by and between D & I Silica, LLC and Greenbrier Leasing Company LLC as it pertains to the Cars (the “Lease Agreement”), and Schedule No. 7 thereto (the “Schedule”, and together with the Lease Agreement as it relates to the Schedule, each as amended, modified, extended, supplemented, restated and/or replaced from time to time, the “Lease”) to D & I Silica, LLC.

B. A Memorandum of Lease was filed with respect to Schedule No. 7 with the U.S. Surface Transportation Board on July 9, 2015, under recordation number 31812.

C. Greenbrier and Railcar Holdings are parties to that certain Assignment Agreement dated July 31, 2015, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after July 31, 2015, and the Cars, to Railcar Holdings.

D. 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.

[The remainder of this page has been intentionally left blank.]

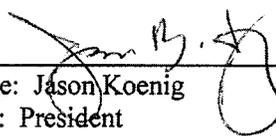
IN WITNESS WHEREOF, the parties have caused this Memorandum of Assignment to be executed as of the first date herein above written.

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

RAILCAR HOLDINGS PAS I LLC

By: ITE Management L.P., its Manager

By: _____
Name: Jason Koenig
Title: President



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

GREENBRIER LEASING COMPANY
LLC

By: _____
Name: _____
Title: _____

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

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

RAILCAR HOLDINGS PAS I LLC

By: ITE Management L.P., its Manager

By: _____

Name: Jason Koenig

Title: President

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

GREENBRIER LEASING COMPANY
LLC

By: _____

Name: Larry D. Stanley

Title: Sr. Vice President

EXHIBIT A

RAILCARS

One hundred (100) new 3,250 c.f. cement covered hopper railcars, 286,000 lbs. GRL, with three 30-inch circular loading hatches and two low-profile discharge gates marked and numbered as set forth below:

Car Marks:	AOKX 480003; AOKX 480215; AOKX 480612; AOKX 480616; AOKX 480919; AOKX 480957; AOKX 480963; AOKX 480966; AOKX 480967; AOKX 480968; AOKX 480970; AOKX 481099; AOKX 481104; AOKX 481462; AOKX 481463; AOKX 481468; AOKX 481509; AOKX 481510; AOKX 481521; AOKX 481523; AOKX 481524; AOKX 481529; AOKX 481530; AOKX 481534; AOKX 481535; AOKX 481538; AOKX 481539; AOKX 481541; AOKX 481546; AOKX 481547; AOKX 481548; AOKX 481552; AOKX 481554; AOKX 481555; AOKX 481556; AOKX 481558; AOKX 481559; AOKX 481560; AOKX 481561; AOKX 481562; AOKX 481563; AOKX 481564; AOKX 481565; AOKX 481566; AOKX 481567; AOKX 481568; AOKX 481569; AOKX 481570; AOKX 481571; AOKX 481572; AOKX 481573; AOKX 481574; AOKX 481575; AOKX 481576; AOKX 481577; AOKX 481578; AOKX 481579; AOKX 481580; AOKX 481581; AOKX 481582; AOKX 481583; AOKX 481584; AOKX 481585; AOKX 481586; AOKX 481587; AOKX 481588; AOKX 481589; AOKX 481590; AOKX 481591; AOKX 481592; AOKX 481593; AOKX 481594; AOKX 481595; AOKX 481596; AOKX 481597; AOKX 481598; AOKX 481599; AOKX 481600; AOKX 481601; AOKX 481602; AOKX 481603; AOKX 481604; AOKX 481605; AOKX 481606; AOKX 481607; AOKX 481608; AOKX 481609; AOKX 481610; AOKX 496681; AOKX 496687; AOKX 496691; AOKX 496692; AOKX 496695; AOKX 496699; AOKX 496700; AOKX 497234; AOKX 499448; AOKX 499742; AOKX 499782; AOKX 499802
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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: July 31, 2015

Edward M. Luria

Edward M. Luria