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

January 26, 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. 5, dated as of April 1, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Lessee:	D&I Silica, LLC c/o Hi-Crush Partners LP Three Riverway, Suite 1550 Houston, TX 77056

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

125 railcars within the series AOKX 480001 – AOKX 499841 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. 5.

Section Chief
January 26, 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,


for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 5

This is a Memorandum of Schedule No. 5 dated as of April 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 125 3,250 cf cement covered hopper railcars, 286,000 lbs. GRL bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 5 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. 5, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

D & I SILICA, LLC

BY: 

BY: 

NAME: J.T. Sharp

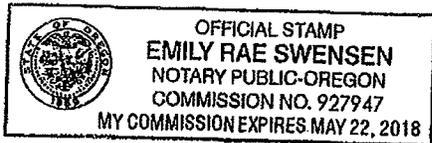
NAME: JAMES M. WHISKEY

TITLE: President

TITLE: CO- CEO & President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

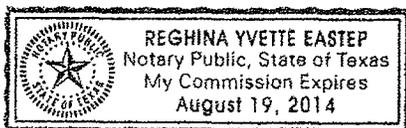
On this 21st day of July, 2014, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Emily Swensen
NOTARY PUBLIC
My commission expires: May 22, 2018

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 2nd day of July, 2014, before me personally appeared James M. Whipkey, to me personally known, who being by me duly sworn, says that s/he is the Co-CEO & President of D & I Silica, LLC and that the foregoing instrument was signed on behalf of said limited liability company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Regina Y. Eastep
NOTARY PUBLIC
My commission expires: 8/19/14

RAIL EQUIPMENT LIST

Mark	Number								
AOKX	480001	AOKX	480218	AOKX	480369	AOKX	497796	AOKX	499777
AOKX	480014	AOKX	480220	AOKX	480370	AOKX	499185	AOKX	499778
AOKX	480018	AOKX	480224	AOKX	480371	AOKX	499213	AOKX	499779
AOKX	480020	AOKX	480225	AOKX	480449	AOKX	499214	AOKX	499780
AOKX	480024	AOKX	480226	AOKX	480450	AOKX	499215	AOKX	499781
AOKX	480031	AOKX	480227	AOKX	480452	AOKX	499342	AOKX	499783
AOKX	480034	AOKX	480228	AOKX	480453	AOKX	499346	AOKX	499785
AOKX	480041	AOKX	480229	AOKX	480455	AOKX	499380	AOKX	499786
AOKX	480051	AOKX	480230	AOKX	480457	AOKX	499443	AOKX	499788
AOKX	480053	AOKX	480233	AOKX	480460	AOKX	499460	AOKX	499790
AOKX	480056	AOKX	480270	AOKX	480461	AOKX	499461	AOKX	499792
AOKX	480059	AOKX	480275	AOKX	480462	AOKX	499462	AOKX	499794
AOKX	480130	AOKX	480276	AOKX	480465	AOKX	499515	AOKX	499805
AOKX	480137	AOKX	480297	AOKX	480484	AOKX	499583	AOKX	499808
AOKX	480155	AOKX	480298	AOKX	480485	AOKX	499590	AOKX	499809
AOKX	480169	AOKX	480299	AOKX	480486	AOKX	499759	AOKX	499818
AOKX	480171	AOKX	480303	AOKX	480488	AOKX	499766	AOKX	499821
AOKX	480195	AOKX	480305	AOKX	480490	AOKX	499767	AOKX	499822
AOKX	480203	AOKX	480306	AOKX	480491	AOKX	499768	AOKX	499823
AOKX	480205	AOKX	480362	AOKX	480493	AOKX	499769	AOKX	499824
AOKX	480206	AOKX	480364	AOKX	480613	AOKX	499770	AOKX	499829
AOKX	480207	AOKX	480365	AOKX	480614	AOKX	499771	AOKX	499831
AOKX	480212	AOKX	480366	AOKX	496922	AOKX	499773	AOKX	499838
AOKX	480213	AOKX	480367	AOKX	497181	AOKX	499775	AOKX	499840
AOKX	480216	AOKX	480368	AOKX	497782	AOKX	499776	AOKX	499841

Total: 125 Cars

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: 1/26/15

Edward M Luria
Edward M. Luria