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

November 5, 2014

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. 3, dated as of April 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 railroad equipment covered by the enclosed document is:

100 covered hopper railcars: AOKX 494963, AOKX 494984, AOKX 497232 and within the series AOKX 480000 – AOKX 480052, AOKX 498510 – AOKX 498981, and AOKX 499019 – AOKX 499532 as more particularly set forth on the attachment to the document.

Section Chief
November 5, 2014
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A short summary of the document to appear in the index is:

Memorandum of Lease Schedule No. 3.

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. 3

This is a Memorandum of Schedule No. 3 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 100 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. 3 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. 3, as each may be amended from time to time.

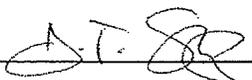
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

D & I SILICA, LLC

BY: 

BY: 

NAME: J.T. Sharp

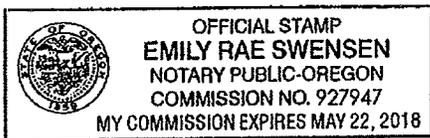
NAME: JAMES M. WHIPKEY

TITLE: President

TITLE: co-CEO & President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

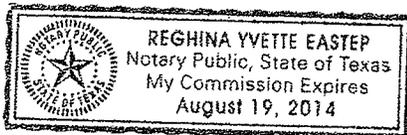
On this 21st day of July, 2014, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution 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. Whiskey, to me personally known, who being by me duly sworn, says that s/he is the Co-CFO & 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	Mark	Number	Mark	Number	Mark	Number
AOKX	480000	AOKX	499088	AOKX	499281	AOKX	499392
AOKX	480002	AOKX	499091	AOKX	499282	AOKX	499394
AOKX	480004	AOKX	499097	AOKX	499283	AOKX	499396
AOKX	480005	AOKX	499169	AOKX	499297	AOKX	499437
AOKX	480006	AOKX	499178	AOKX	499300	AOKX	499444
AOKX	480008	AOKX	499182	AOKX	499302	AOKX	499445
AOKX	480009	AOKX	499189	AOKX	499303	AOKX	499446
AOKX	480012	AOKX	499191	AOKX	499304	AOKX	499447
AOKX	480013	AOKX	499217	AOKX	499305	AOKX	499449
AOKX	480015	AOKX	499226	AOKX	499307	AOKX	499450
AOKX	480021	AOKX	499227	AOKX	499308	AOKX	499451
AOKX	480033	AOKX	499228	AOKX	499309	AOKX	499452
AOKX	480052	AOKX	499229	AOKX	499310	AOKX	499453
AOKX	494963	AOKX	499238	AOKX	499316	AOKX	499454
AOKX	494984	AOKX	499240	AOKX	499318	AOKX	499463
AOKX	497232	AOKX	499241	AOKX	499320	AOKX	499464
AOKX	498510	AOKX	499242	AOKX	499322	AOKX	499517
AOKX	498973	AOKX	499253	AOKX	499337	AOKX	499518
AOKX	498977	AOKX	499264	AOKX	499338	AOKX	499521
AOKX	498981	AOKX	499265	AOKX	499340	AOKX	499527
AOKX	499019	AOKX	499268	AOKX	499386	AOKX	499528
AOKX	499028	AOKX	499272	AOKX	499387	AOKX	499529
AOKX	499032	AOKX	499274	AOKX	499389	AOKX	499530
AOKX	499049	AOKX	499275	AOKX	499390	AOKX	499531
AOKX	499069	AOKX	499277	AOKX	499391	AOKX	499532

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: 11/5/14

Edward M Luria
Edward M. Luria