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

January 7, 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 an Memorandum of Assignment and Assumption Agreement, dated as of December 19, 2014, 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. 4 previously filed with the Board under Recordation Number 31516.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Assignee:	MUL Railcars Leasing, LLC C/O Mitsubishi UFJ Lease & Finance Co. Ltd. 5-1, Marunouchi, 1-Chome Chiyodaku, Tokyo 100-6525 Japan
[Lessee:	D&I Silica LLC c/o Hi-Crush Partners LP Three Riverway, Suite 1550 Houston, TX 77056]

Section Chief
January 7, 2015
Page 2

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

100 railcars within the series AOKX 480010 – AOKX 499765 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 and Assumption Agreement.

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 ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

MUL RAILCARS LEASING, LLC

DECEMBER 19, 2014

Memorandum of Assignment and Assumption Agreement (this "Memorandum") made and entered into as of December 19, 2014, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and MUL Railcars Leasing, LLC, a Delaware limited liability company ("Assignee").

W I T N E S S E T H:

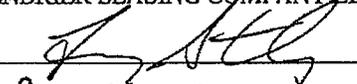
1. Assignor, as lessor, leased to D & I Silica, LLC, as lessee ("Lessee"), one hundred twenty-five (125) 3,250 cubic foot capacity cement covered hopper railcars, marked and numbered as indicated in the Rail Equipment List attached hereto as Exhibit A (the "Cars"), pursuant to that certain Lease Agreement made as of April 1, 2014 (the "Lease Agreement"), and Schedule No. 4 thereto dated as of April 1, 2014 (Schedule No. 4 and the Lease Agreement as it relates to Schedule No. 4 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31516 on December 12, 2014 at 02:09 p.m.
3. Assignor has agreed to sell and assign to Assignee and Assignee has agreed to purchase and assume from Assignor certain interests under the Lease, and the Cars, and this Memorandum is being filed with the STB to reflect such assignment and assumption.
4. This Memorandum may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

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

GREENBRIER LEASING COMPANY LLC

By: 
Title: Sr. Vice President

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

MUL RAILCARS LEASING, LLC

By: _____
Title: _____

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

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

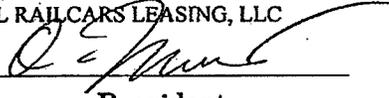
GREENBRJER LEASING COMPANY LLC

By: _____

Title: _____

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

MUL RAILCARS LEASING, LLC

By:  _____

Title: **President** _____

EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number								
AOKX	480010	AOKX	480136	AOKX	480209	AOKX	499371	AOKX	499472
AOKX	480016	AOKX	480138	AOKX	480210	AOKX	499372	AOKX	499473
AOKX	480023	AOKX	480139	AOKX	480219	AOKX	499373	AOKX	499474
AOKX	480026	AOKX	480140	AOKX	480221	AOKX	499375	AOKX	499475
AOKX	480028	AOKX	480153	AOKX	480222	AOKX	499377	AOKX	499476
AOKX	480029	AOKX	480154	AOKX	480223	AOKX	499378	AOKX	499477
AOKX	480030	AOKX	480156	AOKX	480231	AOKX	499379	AOKX	499516
AOKX	480032	AOKX	480157	AOKX	480300	AOKX	499397	AOKX	499519
AOKX	480036	AOKX	480158	AOKX	480301	AOKX	499433	AOKX	499524
AOKX	480054	AOKX	480159	AOKX	480302	AOKX	499434	AOKX	499566
AOKX	480055	AOKX	480162	AOKX	480304	AOKX	499435	AOKX	499585
AOKX	480057	AOKX	480164	AOKX	499102	AOKX	499436	AOKX	499586
AOKX	480058	AOKX	480165	AOKX	499171	AOKX	499438	AOKX	499587
AOKX	480060	AOKX	480166	AOKX	499206	AOKX	499439	AOKX	499588
AOKX	480061	AOKX	480167	AOKX	499221	AOKX	499440	AOKX	499589
AOKX	480062	AOKX	480193	AOKX	499261	AOKX	499441	AOKX	499751
AOKX	480063	AOKX	480194	AOKX	499273	AOKX	499442	AOKX	499753
AOKX	480064	AOKX	480196	AOKX	499276	AOKX	499455	AOKX	499754
AOKX	480065	AOKX	480197	AOKX	499278	AOKX	499465	AOKX	499755
AOKX	480066	AOKX	480198	AOKX	499339	AOKX	499466	AOKX	499756
AOKX	480131	AOKX	480199	AOKX	499345	AOKX	499467	AOKX	499757
AOKX	480132	AOKX	480200	AOKX	499349	AOKX	499468	AOKX	499761
AOKX	480133	AOKX	480201	AOKX	499350	AOKX	499469	AOKX	499762
AOKX	480134	AOKX	480202	AOKX	499369	AOKX	499470	AOKX	499763
AOKX	480135	AOKX	480208	AOKX	499370	AOKX	499471	AOKX	499765

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: 1/2/15

Edward M Luria
Edward M. Luria