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

August 28, 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 August 28, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 31831.

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 II LLC 200 Park Avenue South, Suite 1511 New York, New York 10002
[Lessee:	US Silica Company 8490 Progress Drive, Suite 300 Frederick, MD 21701]

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

Section Chief
August 28, 2015
Page 2

100 railcars: AOKX 482524 – AOKX 482623.

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 August 28, 2015, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and RAILCAR HOLDINGS PAS II LLC, a Delaware limited liability company ("PAS II").

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 Full Service Master Lease Agreement dated as of June 16, 2004 between Greenbrier Leasing Company LLC (as assignee of Midwest Railcar Corporation) and US Silica Company (the "Lease Agreement"), and Schedule No. 21 thereto dated May 16, 2014 (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 US Silica Company.

B. A Memorandum of Lease was filed with respect to Schedule No. 21 with the U.S. Surface Transportation Board on July 27, 2015, under recordation number 31831.

C. A Memorandum of Assignment of Railcar Leases was filed with respect to Schedule No. 21 with the U.S. Surface Transportation Board on July 27, 2015, under recordation number 31831-A.

D. Greenbrier and PAS II are parties to that certain Assignment Agreement dated August 28, 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 August 28, 2015, and the Cars, to PAS II.

E. 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 PAS II LLC 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 PAS II LLC. I further declare under penalty of perjury that the foregoing is true and correct.

RAILCAR HOLDINGS PAS II 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 PAS II LLC 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 PAS II LLC. I further declare under penalty of perjury that the foregoing is true and correct.

RAILCAR HOLDINGS PAS II 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

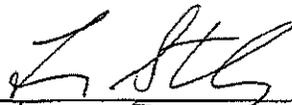
By: 
Name: Larry D. Stanley
Title: Sr. Vice President

EXHIBIT A

RAILCARS

One Hundred (100) 3,250 cf, 286,000 GRL, Covered Hoppers with 13" x 42" low profile gravity discharge gates and three (3) 30" center round hatches, marked and numbered as follows:

MARK	NUMBER	MARK	NUMBER	MARK	NUMBER	MARK	NUMBER
AOKX	482524	AOKX	482549	AOKX	482574	AOKX	482599
AOKX	482525	AOKX	482550	AOKX	482575	AOKX	482600
AOKX	482526	AOKX	482551	AOKX	482576	AOKX	482601
AOKX	482527	AOKX	482552	AOKX	482577	AOKX	482602
AOKX	482528	AOKX	482553	AOKX	482578	AOKX	482603
AOKX	482529	AOKX	482554	AOKX	482579	AOKX	482604
AOKX	482530	AOKX	482555	AOKX	482580	AOKX	482605
AOKX	482531	AOKX	482556	AOKX	482581	AOKX	482606
AOKX	482532	AOKX	482557	AOKX	482582	AOKX	482607
AOKX	482533	AOKX	482558	AOKX	482583	AOKX	482608
AOKX	482534	AOKX	482559	AOKX	482584	AOKX	482609
AOKX	482535	AOKX	482560	AOKX	482585	AOKX	482610
AOKX	482536	AOKX	482561	AOKX	482586	AOKX	482611
AOKX	482537	AOKX	482562	AOKX	482587	AOKX	482612
AOKX	482538	AOKX	482563	AOKX	482588	AOKX	482613
AOKX	482539	AOKX	482564	AOKX	482589	AOKX	482614
AOKX	482540	AOKX	482565	AOKX	482590	AOKX	482615
AOKX	482541	AOKX	482566	AOKX	482591	AOKX	482616
AOKX	482542	AOKX	482567	AOKX	482592	AOKX	482617
AOKX	482543	AOKX	482568	AOKX	482593	AOKX	482618
AOKX	482544	AOKX	482569	AOKX	482594	AOKX	482619
AOKX	482545	AOKX	482570	AOKX	482595	AOKX	482620
AOKX	482546	AOKX	482571	AOKX	482596	AOKX	482621
AOKX	482547	AOKX	482572	AOKX	482597	AOKX	482622
AOKX	482548	AOKX	482573	AOKX	482598	AOKX	482623

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: August 28, 2015

Edward M. Luria

Edward M. Luria