

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

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July 29, 2016

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 June 29, 2016, 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. 13 previously filed with the Board under Rec. No. 31979.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Assignee:	ITE Southwest L.P. 200 Park Avenue South, Suite 1511 New York, NY 10002
[Lessee:	D&I Silica LLC c/o Hi-Crush Partners LP Three Riverway, Suite 1550 Houston, TX 77056]

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

100 covered hopper railcars within the series AOKX 480019 – AOKX 498943 as set forth on the attachment to the document.

Section Chief
July 29, 2016
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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 29, 2016, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and ITE SOUTHWEST L.P., a Delaware limited partnership ("ITE SW").

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 April 1, 2014, and Schedule No. 13 dated as of October 1, 2014, and Amendment No. 1 to Schedule No. 13 dated as of October 1, 2014, 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. 13 with the U.S. Surface Transportation Board on October 20, 2015, under recordation number 31979.

C. Greenbrier and ITE SW are parties to that certain Assignment Agreement dated July 29, 2016, 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 29, 2016, and the Cars, to ITE SW.

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.

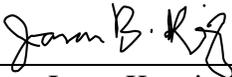
[The remainder of this page has been intentionally left blank.]

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 ITE Southwest L.P. by authority of its General Partner and that I acknowledge that the execution of the foregoing instrument was the free act and deed of ITE Southwest L.P. I further declare under penalty of perjury that the foregoing is true and correct.

ITE SOUTHWEST L.P.

By: ITE Southwest L.L.C., its general partner

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: James T. Sharp
Title: President

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 ITE Southwest L.P. by authority of its General Partner and that I acknowledge that the execution of the foregoing instrument was the free act and deed of ITE Southwest L.P. I further declare under penalty of perjury that the foregoing is true and correct.

ITE SOUTHWEST L.P.

By: ITE Southwest L.L.C., its general partner

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: James T. Sharp
Title: President

EXHIBIT A

RAILCARS

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

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	480019	AOKX	481784	AOKX	482089	AOKX	482120
AOKX	480022	AOKX	481787	AOKX	482091	AOKX	482121
AOKX	480232	AOKX	481796	AOKX	482092	AOKX	482123
AOKX	480623	AOKX	481802	AOKX	482094	AOKX	482124
AOKX	480824	AOKX	481806	AOKX	482095	AOKX	482125
AOKX	480841	AOKX	482004	AOKX	482096	AOKX	482126
AOKX	480843	AOKX	482067	AOKX	482098	AOKX	482127
AOKX	480847	AOKX	482069	AOKX	482099	AOKX	482128
AOKX	480851	AOKX	482070	AOKX	482100	AOKX	482129
AOKX	480879	AOKX	482071	AOKX	482101	AOKX	482130
AOKX	480880	AOKX	482073	AOKX	482102	AOKX	482132
AOKX	480898	AOKX	482074	AOKX	482103	AOKX	482133
AOKX	480930	AOKX	482075	AOKX	482104	AOKX	482134
AOKX	480931	AOKX	482076	AOKX	482105	AOKX	482136
AOKX	481091	AOKX	482077	AOKX	482106	AOKX	482161
AOKX	481211	AOKX	482078	AOKX	482107	AOKX	482173
AOKX	481549	AOKX	482079	AOKX	482108	AOKX	482177
AOKX	481557	AOKX	482080	AOKX	482109	AOKX	482180
AOKX	481622	AOKX	482081	AOKX	482111	AOKX	482183
AOKX	481739	AOKX	482082	AOKX	482112	AOKX	482192
AOKX	481771	AOKX	482083	AOKX	482113	AOKX	482196
AOKX	481776	AOKX	482084	AOKX	482114	AOKX	482197
AOKX	481777	AOKX	482085	AOKX	482116	AOKX	482198
AOKX	481778	AOKX	482087	AOKX	482118	AOKX	497081
AOKX	481782	AOKX	482088	AOKX	482119	AOKX	498943

Total Cars: 100

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 29, 2016

Edward M Luria

Edward M. Luria