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

February 27, 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 and Assumption Agreement, dated as of February 27, 2015, 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. 5 previously filed with the Board under Recordation Number 31578.

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

Assignor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Assignee: MUL Railcars Leasing, LLC  
c/o Mitsubishi UFJ  
7815 NW 148<sup>th</sup> Street, 3-CMCRE  
Miami Lakes, FL 33016

[Lessee: D&I Silica, LLC  
c/o Hi-Crush Partners LP  
Three Riverway, Suite 1550  
Houston, TX 77056]

Section Chief  
February 27, 2015  
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A description of the 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 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

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***MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC***

***AND***

***MUL RAILCARS LEASING, LLC***

***FEBRUARY 27, 2015***

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Memorandum of Assignment and Assumption Agreement (this "Memorandum") made and entered into as of February 27, 2015, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and MUL Railcars Leasing, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

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. 5 thereto dated as of April 1, 2014 (Schedule No. 5 and the Lease Agreement as it relates to Schedule No. 5 collectively, the "Lease").
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease, under recordation number 31578 on January 26, 2015 at 02:45 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: 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.*

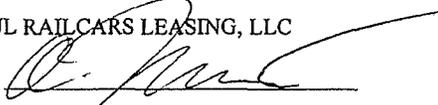
GREENBRIER LEASING COMPANY LLC

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

**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: February 27, 2015

*Edward M. Luria*

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Edward M. Luria