

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

November 25, 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 Partial Assignment and Assumption of Lease, dated as of November 25, 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. 10 to Full Service Master Lease Agreement previously filed with the Board under Recordation Number 31450.

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

Transferor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Transferee:	Bridge Capital Leasing, Inc. 215 Schilling Circle, Suite 100 Hunt Valley, MD 21031
[Lessee:	US Silica Company 8490 Progress Drive, Suite 300 Frederick, MD 21701]

Section Chief
November 25, 2014
Page 2

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

100 railcars within the series AOKX 480027 – AOKX 499459 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 Partial Assignment and Assumption of Lease.

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
PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE

THIS MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION OF LEASE dated as of November 25, 2014, is made by Greenbrier Leasing Company LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 (“**Transferor**”), and Bridge Capital Leasing, Inc., a Delaware corporation, with an address at 215 Schilling Circle, Suite 100, Hunt Valley, MD 21031 (“**Transferee**” and, together with Transferor, the “**Parties**”).

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase and Sale Agreement (the “**Purchase Agreement**”) dated as of November 20, 2014 relating to the sale by Transferor to Transferee of one hundred (100) railcars identified in Exhibit A hereto (the “**Cars**”), and the assignment by Transferor and assumption by Transferee of Transferor’s right, title and interest in, and obligations under that certain Schedule #10 made December 23, 2013 (the “**Schedule**”), to the Full Service Master Lease Agreement made effective June 16, 2004, by and between Transferor (as assignee of Midwest Railcar Corporation) as lessor and US Silica Company as lessee (the “**Lease Agreement**”), as it relates to the Cars, with respect to periods on and after the Closing Date (as defined in the Purchase Agreement) with the exception of the Retained Obligations and Retained Rent (as defined in the Purchase Agreement)(the “**Assigned Interests**”);

WHEREAS, pursuant to the Purchase Agreement and a Partial Assignment and Assumption Agreement of even date therewith (the “**Assignment Agreement**”), Assignee has acquired the Assigned Interests as of the Closing Date;

WHEREAS, the Cars are currently subject to the Schedule and the Lease Agreement;

WHEREAS, a Memorandum of Schedule #10 was filed with the Surface Transportation Board on October 28, 2014 under STB Recordation Number 31450, and a Memorandum of Assignment of Railcar Leases applicable to Schedule #10 was filed with the Surface Transportation Board on September 12, 2014 under STB Recordation Numbers 31391; and

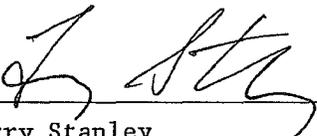
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor’s sale of the Cars to Transferee and the assignment to Transferee of Transferor’s right, title and interest in, and obligations under, the Schedule and the Lease Agreement as each relates to the Cars, with respect to periods on and after the Closing Date with the exception of the Retained Obligations and Retained Rent.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment and Assumption of Lease to be executed by a duly authorized officer as of the day and year first above written.

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

GREENBRIER LEASING COMPANY LLC

By: 
Name: Larry Stanley
Title: Senior Vice President

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

BRIDGE CAPITAL LEASING, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Partial Assignment and Assumption of Lease to be executed by a duly authorized officer as of the day and year first above written.

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

GREENBRIER LEASING COMPANY LLC

By: _____
Name:
Title:

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

BRIDGE CAPITAL LEASING, INC.

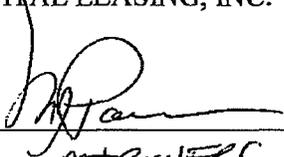
By: _____
Name: 
Title: *MJ POWERS*
SVP

EXHIBIT A

LESSEE / LEASE	CAR DESCRIPTION	REPORTING MARKS & NUMBERS
US Silica Company Schedule #10 made December 23, 2013, to the Full Service Master Lease Agreement made effective June 16, 2004 (Transferor is assignee of original lessor, Midwest Railcar Corporation)	One hundred (100) 3,250 cubic foot capacity covered hopper railcars, 286,000 lbs. GRL	As listed on the following page of this Exhibit A.

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	480027	AOKX	498859	AOKX	499034	AOKX	499271
AOKX	480037	AOKX	498860	AOKX	499043	AOKX	499280
AOKX	496995	AOKX	498912	AOKX	499089	AOKX	499296
AOKX	497114	AOKX	498941	AOKX	499090	AOKX	499298
AOKX	497157	AOKX	498942	AOKX	499094	AOKX	499299
AOKX	497158	AOKX	498944	AOKX	499095	AOKX	499311
AOKX	497193	AOKX	498970	AOKX	499098	AOKX	499312
AOKX	497203	AOKX	498971	AOKX	499099	AOKX	499313
AOKX	497771	AOKX	498976	AOKX	499100	AOKX	499317
AOKX	497922	AOKX	498978	AOKX	499101	AOKX	499319
AOKX	497981	AOKX	498984	AOKX	499103	AOKX	499321
AOKX	498517	AOKX	498990	AOKX	499104	AOKX	499323
AOKX	498518	AOKX	498993	AOKX	499105	AOKX	499324
AOKX	498523	AOKX	498994	AOKX	499106	AOKX	499328
AOKX	498698	AOKX	498996	AOKX	499107	AOKX	499329
AOKX	498760	AOKX	498998	AOKX	499109	AOKX	499332
AOKX	498766	AOKX	498999	AOKX	499176	AOKX	499333
AOKX	498828	AOKX	499000	AOKX	499192	AOKX	499334
AOKX	498829	AOKX	499002	AOKX	499193	AOKX	499343
AOKX	498830	AOKX	499004	AOKX	499194	AOKX	499344
AOKX	498845	AOKX	499014	AOKX	499197	AOKX	499374
AOKX	498850	AOKX	499021	AOKX	499199	AOKX	499381
AOKX	498851	AOKX	499022	AOKX	499204	AOKX	499456
AOKX	498856	AOKX	499023	AOKX	499222	AOKX	499457
AOKX	498857	AOKX	499025	AOKX	499232	AOKX	499459

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: 11/25/14

Edward M Luria
Edward M. Luria