RECORDATION NO. 31228-A FILED
JUNE 09 , 2014 02:20 PM
SURFACE TRANSPORTATION BOARD

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June 9, 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 Assignment of Railcar Leases, dated March 27, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 5 to Full Service Master Lease Agreement being filed with the Board under Recordation Number 31228.

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

Assignor: Midwest Railcar Corporation
4949 Autumn Oaks, Suite B
Maryville, IL 62062

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

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

100 railcars within the series AOKX 494953 – AOKX 497966 as set forth in the attachment to the document filed under Recordation Number 31228.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Leases.

Also enclosed is a check in the amount of $44.00 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

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MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASES
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASES (this "Memorandum") dated as of March 27, 2014, is between MIDWEST RAILCAR CORPORATION ("Assignor") and GREENBRIER LEASING COMPANY LLC ("Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Assignor is the lessor under Schedule #4, Schedule #5, Schedule #6, Schedule #7, Schedule #8, Schedule #9, and Schedule #10 (each individually, a "Lease Schedule" and collectively, the "Lease Schedules"), each dated as of December 23, 2013 and each to the Full Service Master Lease Agreement dated as of June 16, 2004 (the "Lease Agreement"), each by and between Assignor, as lessor, and US Silica Company ("Lessee"), as lessee (each Lease Schedule, together with the Lease Agreement solely as it pertains to such Lease Schedule, a "Lease", and collectively, the "Leases"). Assignor and Lessee are also parties to the following memoranda with respect to the Leases, respectively, which memoranda are being recorded with the Surface Transportation Board contemporaneously with the filing of this Memorandum:

1. Memorandum of Schedule #4 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee,

2. Memorandum of Schedule #5 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee,

3. Memorandum of Schedule #6 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee,

4. Memorandum of Schedule #7 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee,

5. Memorandum of Schedule #8 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee,

6. Memorandum of Schedule #9 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee, and

7. Memorandum of Schedule #10 to Full Service Master Lease Agreement dated December 23, 2013 by and between Assignor, as lessor, and Lessee, as lessee.

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment and Assumption of Lessor's Interest in Leases, dated the date hereof, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under each of the Leases. The terms of the assignment are more particularly set forth in the above-referenced Assignment and Assumption of Lessor's Interest in the Leases.

C. 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.

[signatures appear on the following page]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION,
as Assignor

By: _____(SEAL)
Richard M. Folio
Executive Vice President

STATE OF ILLINOIS)
) SS:
COUNTY OF MADISON)

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Madison this 26th day of March, 2014 by Richard M. Folio, as an Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois corporation.

Karyn F Ward
Notary Public

My commission expires: 5/13/14

[Notarial Seal]

OFFICIAL SEAL
KARYN F WARD
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 5/13/14

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GREENBRIER LEASING COMPANY LLC,
as Assignee

By:_____
Name: Larry D. Stanley
Title: Senior Vice President

STATE OF OREGON)
) SS:
COUNTY OF CLACKAMAS)

On this 26 day of March, 2014, before me, a Notary Public of the County and State aforesaid, personally appeared Larry D. Stanley, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of Greenbrier Leasing Company LLC, an Oregon limited liability company, that the foregoing instrument was signed on behalf of said entity with due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

AS WITNESS my hand and notarial seal

OFFICIAL STAMP
SHERI CLARKE GRETHER
NOTARY PUBLIC - OREGON
COMMISSION NO. 921144
MY COMMISSION EXPIRES OCTOBER 14, 2017

Notary Public
My commission expires: October 14, 2017

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: 6/9/14

Edward M Luria

Edward M. Luria