

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

PHONE: (202) 393-2266

FAX: 1-855-600-2836

E-MAIL: alvord@alvordlaw.com

WEBSITE: www.alvordlaw.com

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

September 18, 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 Lease Schedule No. 10, dated as of October 1, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

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

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 481553 – AOKX 481941 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 Lease Schedule No. 10.

Section Chief
September 18, 2015
Page 2

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 LEASE

SCHEDULE NO. 10

This is a Memorandum of Schedule No. 10 dated as of October 1, 2014 to a Lease Agreement made and entered into as of April 1, 2014, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and D & I Silica, LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor 100 3,250 cf cement covered hopper railcars, 286,000 lbs. GRL with three 30" circular loading hatches and two low profile discharge gates bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 10 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 10, as each may be amended from time to time.

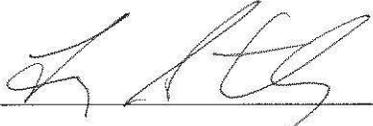
IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the date indicated below.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

D & I SILICA, LLC

BY: 

BY: 

NAME: Larry D. Stanley

NAME: James M. Whippley

TITLE: Sr. Vice President

TITLE: Co-CEO

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	481553	AOKX	481860	AOKX	481890	AOKX	481915
AOKX	481694	AOKX	481861	AOKX	481891	AOKX	481916
AOKX	481729	AOKX	481862	AOKX	481892	AOKX	481917
AOKX	481783	AOKX	481863	AOKX	481893	AOKX	481918
AOKX	481788	AOKX	481865	AOKX	481894	AOKX	481919
AOKX	481807	AOKX	481866	AOKX	481895	AOKX	481920
AOKX	481815	AOKX	481867	AOKX	481896	AOKX	481921
AOKX	481821	AOKX	481868	AOKX	481897	AOKX	481922
AOKX	481833	AOKX	481869	AOKX	481898	AOKX	481923
AOKX	481834	AOKX	481871	AOKX	481899	AOKX	481924
AOKX	481836	AOKX	481872	AOKX	481900	AOKX	481925
AOKX	481838	AOKX	481874	AOKX	481901	AOKX	481926
AOKX	481840	AOKX	481875	AOKX	481902	AOKX	481927
AOKX	481842	AOKX	481876	AOKX	481903	AOKX	481928
AOKX	481844	AOKX	481877	AOKX	481904	AOKX	481929
AOKX	481845	AOKX	481878	AOKX	481905	AOKX	481930
AOKX	481846	AOKX	481879	AOKX	481906	AOKX	481932
AOKX	481847	AOKX	481880	AOKX	481907	AOKX	481933
AOKX	481849	AOKX	481881	AOKX	481908	AOKX	481934
AOKX	481851	AOKX	481882	AOKX	481909	AOKX	481935
AOKX	481854	AOKX	481884	AOKX	481910	AOKX	481937
AOKX	481855	AOKX	481886	AOKX	481911	AOKX	481938
AOKX	481857	AOKX	481887	AOKX	481912	AOKX	481939
AOKX	481858	AOKX	481888	AOKX	481913	AOKX	481940
AOKX	481859	AOKX	481889	AOKX	481914	AOKX	481941

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: September 18, 2015

Edward M. Luria

Edward M. Luria