

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)

August 28, 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, dated as of August 28, 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. 9 previously filed with the Board under Recordation Number 31851.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Assignee:	Railcar Holdings PAS II LLC 200 Park Avenue South, Suite 1511 New York, New York 10002
[Lessee:	D & I Silica, LLC Three Riverway, Suite 1550 Houston, Texas 77056 2]

Section Chief
August 28, 2015
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A description of the equipment covered by the enclosed document is:

100 covered hopper railcars: AOKX 499001, AOKX 499830 and cars within the series AOKX 481522 - AOKX 481856 as set forth in the attachment to the document.

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 August 28, 2015, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and RAILCAR HOLDINGS PAS II LLC, a Delaware limited liability company ("PAS II").

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 as of April 1, 2014 between Greenbrier and D&I Silica, LLC (the "Lease Agreement"), and Schedule No. 9 thereto dated as of October 1, 2014 (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. 9 with the U.S. Surface Transportation Board on August 10, 2015, under recordation number 31851.

C. Greenbrier and PAS II are parties to that certain Assignment Agreement dated August 28, 2015, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after August 28, 2015, and the Cars, to PAS II.

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 Railcar Holdings PAS II LLC by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Railcar Holdings PAS II LLC. I further declare under penalty of perjury that the foregoing is true and correct.

RAILCAR HOLDINGS PAS II LLC

By: ITE Management L.P., its Manager

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: _____
Title: _____

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 Railcar Holdings PAS II LLC by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Railcar Holdings PAS II LLC. I further declare under penalty of perjury that the foregoing is true and correct.

RAILCAR HOLDINGS PAS II LLC

By: ITE Management L.P., its Manager

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: Larry D. Stanley
Title: Sr. Vice President

EXHIBIT A

RAILCARS

One Hundred (100) 3,250 cf 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
AOKX	481522	AOKX	481743	AOKX	481800
AOKX	481630	AOKX	481744	AOKX	481801
AOKX	481642	AOKX	481745	AOKX	481804
AOKX	481669	AOKX	481746	AOKX	481812
AOKX	481711	AOKX	481747	AOKX	481813
AOKX	481713	AOKX	481748	AOKX	481814
AOKX	481714	AOKX	481749	AOKX	481816
AOKX	481715	AOKX	481751	AOKX	481817
AOKX	481716	AOKX	481753	AOKX	481818
AOKX	481717	AOKX	481754	AOKX	481819
AOKX	481718	AOKX	481755	AOKX	481820
AOKX	481719	AOKX	481756	AOKX	481822
AOKX	481720	AOKX	481758	AOKX	481823
AOKX	481721	AOKX	481759	AOKX	481824
AOKX	481722	AOKX	481760	AOKX	481825
AOKX	481723	AOKX	481761	AOKX	481826
AOKX	481724	AOKX	481762	AOKX	481827
AOKX	481725	AOKX	481766	AOKX	481828
AOKX	481726	AOKX	481768	AOKX	481829
AOKX	481727	AOKX	481769	AOKX	481830
AOKX	481728	AOKX	481770	AOKX	481831
AOKX	481730	AOKX	481772	AOKX	481832
AOKX	481731	AOKX	481773	AOKX	481835
AOKX	481732	AOKX	481774	AOKX	481837
AOKX	481733	AOKX	481779	AOKX	481839
AOKX	481734	AOKX	481780	AOKX	481841
AOKX	481735	AOKX	481781	AOKX	481843
AOKX	481736	AOKX	481790	AOKX	481848
AOKX	481737	AOKX	481791	AOKX	481850
AOKX	481738	AOKX	481793	AOKX	481852
AOKX	481740	AOKX	481797	AOKX	481853
AOKX	481741	AOKX	481798	AOKX	481856
AOKX	481742	AOKX	481799	AOKX	499001
				AOKX	499830

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: August 28, 2015

Edward M. Luria

Edward M. Luria