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March 30, 2016

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 Schedule No. 19 to Lease Agreement, dated as of February 1, 2015, 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 re:

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 15
Houston, TX 77056

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

100 covered hopper railcars: AOKX 483714 – AOKX 483813, inclusive.

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

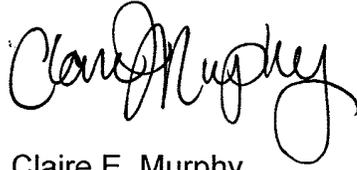
Memorandum of Schedule No. 19 to Lease Agreement.

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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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looped "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF SCHEDULE NO. 19

TO LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC (“LESSOR”)

AND

D & I SILICA, LLC (“LESSEE”)

DATED AS OF FEBRUARY 1, 2015
TO LEASE AGREEMENT DATED AS OF APRIL 1, 2014

Memorandum of Schedule No. 19 dated as of February 1, 2015 to a Lease Agreement dated 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 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 built to Gunderson LLC Specification R12-23 dated 6/03/14 bearing car marks and numbers listed on Exhibit A attached hereto.
2. Schedule No.19 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 19, as each may be amended from time to time.

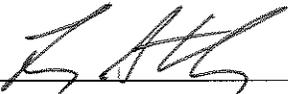
IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free 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: 
NAME: Larry D. Stanley
TITLE: Sr. Vice President
DATE: 10-6-2015

BY: 
NAME: Laura C. Fulton
TITLE: CFO
DATE: 09/25/15

EXHIBIT A
Rail Equipment List

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	483714	AOKX	483739	AOKX	483764	AOKX	483789
AOKX	483715	AOKX	483740	AOKX	483765	AOKX	483790
AOKX	483716	AOKX	483741	AOKX	483766	AOKX	483791
AOKX	483717	AOKX	483742	AOKX	483767	AOKX	483792
AOKX	483718	AOKX	483743	AOKX	483768	AOKX	483793
AOKX	483719	AOKX	483744	AOKX	483769	AOKX	483794
AOKX	483720	AOKX	483745	AOKX	483770	AOKX	483795
AOKX	483721	AOKX	483746	AOKX	483771	AOKX	483796
AOKX	483722	AOKX	483747	AOKX	483772	AOKX	483797
AOKX	483723	AOKX	483748	AOKX	483773	AOKX	483798
AOKX	483724	AOKX	483749	AOKX	483774	AOKX	483799
AOKX	483725	AOKX	483750	AOKX	483775	AOKX	483800
AOKX	483726	AOKX	483751	AOKX	483776	AOKX	483801
AOKX	483727	AOKX	483752	AOKX	483777	AOKX	483802
AOKX	483728	AOKX	483753	AOKX	483778	AOKX	483803
AOKX	483729	AOKX	483754	AOKX	483779	AOKX	483804
AOKX	483730	AOKX	483755	AOKX	483780	AOKX	483805
AOKX	483731	AOKX	483756	AOKX	483781	AOKX	483806
AOKX	483732	AOKX	483757	AOKX	483782	AOKX	483807
AOKX	483733	AOKX	483758	AOKX	483783	AOKX	483808
AOKX	483734	AOKX	483759	AOKX	483784	AOKX	483809
AOKX	483735	AOKX	483760	AOKX	483785	AOKX	483810
AOKX	483736	AOKX	483761	AOKX	483786	AOKX	483811
AOKX	483737	AOKX	483762	AOKX	483787	AOKX	483812
AOKX	483738	AOKX	483763	AOKX	483788	AOKX	483813

Total Cars: 100

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: March 30, 2016



Claire E. Murphy