

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

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June 1, 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 Lease and Collateral Assignment of Sublease, dated as of May 31, 2016, 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. 21 to Lease Agreement previously filed with the Board under Recordation Number 32197.

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

Assignee and Lessor:	City National Bank of Florida 25 West Flagler Street Miami, FL 33130
Assignor and Lessee:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
[Sublessee:	D&I Silica, LLC c/o Hi-Crush Partners LP Three Riverway, Suite 1550 Houston, TX 77056]

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

100 covered hopper railcars within the series AOKX 480626 – AOKX 499525 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 and Collateral Assignment of Sublease.

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 AND COLLATERAL ASSIGNMENT OF SUBLEASE

This **Memorandum of Lease and Collateral Assignment of Sublease**, dated as of May 31, 2016, is made by and between City National Bank of Florida (“**Lessor**”) and Greenbrier Leasing Company LLC, an Oregon limited liability company (“**Lessee**”).

Reference is made to (i) that certain Lease Agreement, dated as of May 31, 2016, by and between Lessor and Lessee, as supplemented by that certain Schedule No. 1, dated as of May 31, 2016 (the “**Lease**”), and (ii) that certain Lease Agreement dated as of April 1, 2014, between Lessee, as lessor, and D & I Silica, LLC, as lessee (herein, “**Sublessee**”), as supplemented by that certain Schedule No. 21, dated as of dated as of February 1, 2015 (the “**Sublease**”).

W I T N E S S E T H:

1. Pursuant to the Lease, 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, bearing marks and numbers on Schedule A attached hereto (the “**Cars**”).
2. Pursuant to the Sublease, Lessee leased the Cars to Sublessee. A memorandum of the Sublease was filed with the Surface Transportation Board on May 12, 2016, under Recordation Number 32197.
3. Pursuant to the Lease and subject to the terms thereof, Lessee has collaterally assigned to Lessor all of Lessee’s right, title and interest in the Sublease as security for Lessee’s performance under the Lease.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written to provide public notice of the Lease and the collateral assignment of the Sublease.

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

CITY NATIONAL BANK OF FLORIDA

By: Will Faust
Name: Nicholas G Bushe
Title: VVP - Wholesale Banking Executive

I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessee by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. 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 to be executed as of the first date herein above written to provide public notice of the Lease and the collateral assignment of the Sublease.

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

CITY NATIONAL BANK OF FLORIDA

By: _____

Name: _____

Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessee by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. 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

Schedule A

Reporting Marks and Numbers

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	480626	AOKX	483101	AOKX	483816	AOKX	483841
AOKX	480813	AOKX	483103	AOKX	483817	AOKX	483842
AOKX	480818	AOKX	483104	AOKX	483818	AOKX	483843
AOKX	480823	AOKX	483105	AOKX	483819	AOKX	483844
AOKX	480844	AOKX	483106	AOKX	483820	AOKX	483845
AOKX	480848	AOKX	483107	AOKX	483821	AOKX	483846
AOKX	480908	AOKX	483108	AOKX	483822	AOKX	483847
AOKX	481378	AOKX	483109	AOKX	483823	AOKX	483848
AOKX	481467	AOKX	483110	AOKX	483824	AOKX	483849
AOKX	481536	AOKX	483111	AOKX	483825	AOKX	483850
AOKX	481540	AOKX	483112	AOKX	483826	AOKX	483851
AOKX	481550	AOKX	483113	AOKX	483827	AOKX	483852
AOKX	481811	AOKX	483114	AOKX	483828	AOKX	483853
AOKX	481870	AOKX	483115	AOKX	483829	AOKX	483854
AOKX	482997	AOKX	483116	AOKX	483830	AOKX	483855
AOKX	483002	AOKX	483117	AOKX	483831	AOKX	483857
AOKX	483017	AOKX	483118	AOKX	483832	AOKX	483858
AOKX	483041	AOKX	483119	AOKX	483833	AOKX	496682
AOKX	483042	AOKX	483120	AOKX	483834	AOKX	496686
AOKX	483044	AOKX	483121	AOKX	483835	AOKX	496690
AOKX	483059	AOKX	483122	AOKX	483836	AOKX	496694
AOKX	483081	AOKX	483123	AOKX	483837	AOKX	496703
AOKX	483090	AOKX	483124	AOKX	483838	AOKX	499522
AOKX	483092	AOKX	483814	AOKX	483839	AOKX	499523
AOKX	483094	AOKX	483815	AOKX	483840	AOKX	499525

Total Cars: 100

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: June 1, 2016

Edward M. Luria

Edward M. Luria