

GREENBRIER
LEASING COMPANY LLC

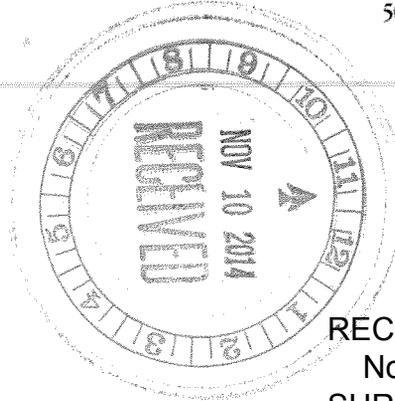
Greenbrier Leasing Company, LLC

One Centerpointe Drive Suite 400
Lake Oswego Oregon 97035
503 684 7000 Fax 503 968 4383

November 6, 2014

VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423



RECORDATION NO. 31471 FILED
November 12, 2014 4:43 PM
SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Schedule No. 5 dated April 15, 2014, to a Lease Agreement made and entered into as of March 1, 2014, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R Section 1177. Also enclosed is a payment authorization for \$43 to cover the required recordation fee.

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

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 400
Lake Oswego, Oregon 97035

Lessee: Superior Silica Sands LLC
6000 Western Place, Suite 465
Ft. Worth, TX 76107

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

Sixty-seven (67) new 3,250 cubic foot capacity covered hopper railcars bearing reporting marks and numbers within the series AOKX 480234 to AOKX 480349, non inclusive, and as more particularly set forth in the Exhibit A attached to the Memorandum of Lease Schedule.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

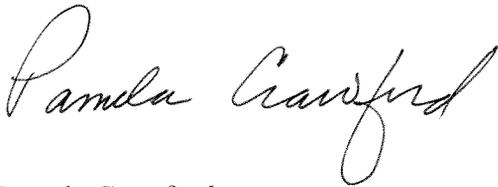
(over)

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 5

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script that reads "Pamela Crawford". The signature is written in black ink and is positioned to the right of the typed name.

Pamela Crawford
Paralegal

Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 5

This is a Memorandum of Schedule No. 5 dated April 15, 2014, to a Lease Agreement made and entered into as of March 1, 2014 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Superior Silica Sands LLC, a Texas limited liability company ("Lessee").

WITNESSETH: RECORDATION NO. 31471 FILED
November 12, 2014 4:43 PM
SURFACE TRANSPORTATION BOARD

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor sixty-seven (67) new 3,250 cubic foot capacity covered hopper railcars bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 5 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. 5, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

SUPERIOR SILICA SANDS LLC

BY: 

BY: 

NAME: LARRY STANLEY

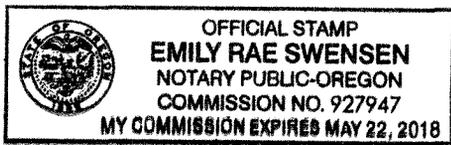
NAME: Richard Shearer

TITLE: SVP. FINANCE

TITLE: President + CEO

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

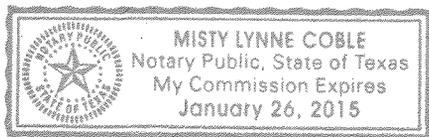
On this 11th day of June, 2014, before me personally appeared Harry Stanley, to me personally known, who being by me duly sworn, says that s/he is the SVP of Finance of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Emily Swensen
NOTARY PUBLIC
My commission expires: May 22, 2018

STATE OF Texas)
) ss.
COUNTY OF Tarrant)

On this 31 day of May, 2014, before me personally appeared Richard Shearer, to me personally known, who being by me duly sworn, says that s/he is the President + CEO of Superior Silica Sands LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Misty Coble
NOTARY PUBLIC
My commission expires: Jan 26 2015

**EXHIBIT A
RAIL EQUIPMENT LIST**

Mark	Number	Mark	Number
AOKX	480234	AOKX	480268
AOKX	480235	AOKX	480309
AOKX	480236	AOKX	480310
AOKX	480237	AOKX	480311
AOKX	480238	AOKX	480312
AOKX	480239	AOKX	480313
AOKX	480240	AOKX	480314
AOKX	480241	AOKX	480315
AOKX	480242	AOKX	480316
AOKX	480243	AOKX	480317
AOKX	480244	AOKX	480318
AOKX	480245	AOKX	480319
AOKX	480246	AOKX	480320
AOKX	480247	AOKX	480321
AOKX	480248	AOKX	480322
AOKX	480249	AOKX	480323
AOKX	480250	AOKX	480324
AOKX	480251	AOKX	480325
AOKX	480252	AOKX	480326
AOKX	480253	AOKX	480327
AOKX	480254	AOKX	480328
AOKX	480255	AOKX	480329
AOKX	480256	AOKX	480330
AOKX	480257	AOKX	480331
AOKX	480258	AOKX	480332
AOKX	480259	AOKX	480334
AOKX	480260	AOKX	480335
AOKX	480261	AOKX	480336
AOKX	480262	AOKX	480337
AOKX	480263	AOKX	480338
AOKX	480264	AOKX	480341
AOKX	480265	AOKX	480348
AOKX	480266	AOKX	480349
AOKX	480267	TOTAL 67 CARS	