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

July 9, 2104

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. 9 to Lease Agreement, dated as of March 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, Oregon 97035
Lessee:	CARBO Ceramics Inc. Energy Center II 575 N. Dairy Ashford, Suite 300 Houston, TX 77079

Chief, Section of Administration
July 9, 2014
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A description of the railroad equipment covered by the enclosed document is:

100 covered hopper railcars within the series AOKX 496664 - AOKX 498145 as more particularly set forth in the attachment to the document.

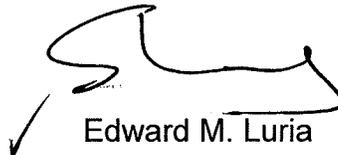
A short summary of the document to appear in the index is:

Memorandum of Schedule No. 9 to Lease Agreement.

Also enclosed is a check in the amount of \$44.00 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 SCHEDULE NO. 9

TO LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

CARBO CERAMICS ("LESSEE")

EFFECTIVE: OCTOBER 1, 2011

Memorandum of Schedule No. 9 dated as of March 1, 2014, to a Lease Agreement dated effective as of October 1, 2011 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and CARBO Ceramics Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred (100) 3,250 cubic foot capacity covered hopper railcars, bearing marks and numbers as set forth in the Rail Equipment List attached hereto as Exhibit A.
2. Schedule No. 9 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. 9, as each may be amended from time to time.

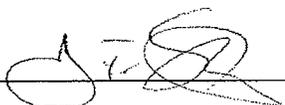
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

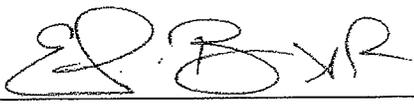
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

CARBO CERAMICS INC.

BY:  _____

BY:  _____

NAME: JT SHARP

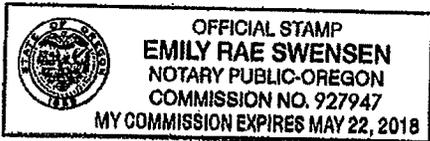
NAME: ERNESTO BAUTISTA III

TITLE: PRESIDENT

TITLE: V.P. + C.F.O.

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 8th day of July, 2014, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President 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 Harris)

On this 3 day of July, 2014, before me personally appeared ERNESTO BALTISTA III, to me personally known, who being by me duly sworn, says that s/he is the V.P. & C.F.O. of CARBO Ceramics Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Louisa Tufty
NOTARY PUBLIC
My commission expires: January, 25, 2018

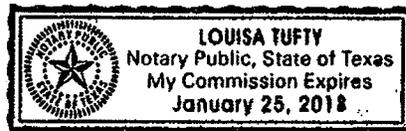


EXHIBIT A

RAIL EQUIPMENT LIST

One hundred (100) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as identified below:

Mark	Number	Mark	Number	Mark	Number
AOKX	496664	AOKX	497973	AOKX	498076
AOKX	496675	AOKX	497974	AOKX	498077
AOKX	496676	AOKX	497975	AOKX	498078
AOKX	496677	AOKX	497976	AOKX	498079
AOKX	496678	AOKX	497978	AOKX	498080
AOKX	496679	AOKX	497995	AOKX	498081
AOKX	497929	AOKX	498000	AOKX	498082
AOKX	497934	AOKX	498001	AOKX	498083
AOKX	497939	AOKX	498002	AOKX	498084
AOKX	497940	AOKX	498003	AOKX	498085
AOKX	497942	AOKX	498004	AOKX	498086
AOKX	497943	AOKX	498005	AOKX	498087
AOKX	497944	AOKX	498006	AOKX	498088
AOKX	497945	AOKX	498007	AOKX	498089
AOKX	497946	AOKX	498009	AOKX	498090
AOKX	497947	AOKX	498028	AOKX	498091
AOKX	497948	AOKX	498029	AOKX	498092
AOKX	497949	AOKX	498030	AOKX	498093
AOKX	497950	AOKX	498031	AOKX	498131
AOKX	497951	AOKX	498032	AOKX	498132
AOKX	497952	AOKX	498033	AOKX	498133
AOKX	497953	AOKX	498034	AOKX	498134
AOKX	497954	AOKX	498035	AOKX	498136
AOKX	497955	AOKX	498036	AOKX	498137
AOKX	497956	AOKX	498037	AOKX	498138
AOKX	497957	AOKX	498038	AOKX	498139
AOKX	497958	AOKX	498039	AOKX	498140
AOKX	497964	AOKX	498040	AOKX	498141
AOKX	497967	AOKX	498041	AOKX	498142
AOKX	497968	AOKX	498042	AOKX	498143
AOKX	497969	AOKX	498043	AOKX	498144
AOKX	497970	AOKX	498044	AOKX	498145
AOKX	497971	AOKX	498046	Total	100 Cars
AOKX	497972	AOKX	498047		

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: 7/9/14

Edward M Luria
Edward M. Luria