



Greenbrier Leasing Company, LLC

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Lake Oswego Oregon 97035
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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. 31470 FILED
November 12, 2014 4:32 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. 4 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:

One hundred (100) new 3,250 cubic foot capacity covered hopper railcars bearing reporting marks and numbers within the series AOKX 480067 to AOKX 480192, 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.

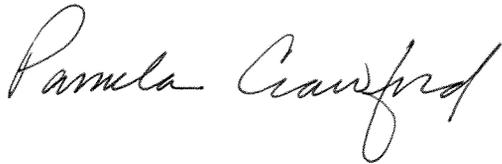
(over)

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

Memorandum of Lease Agreement for Schedule No. 4

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 above the typed name and title.

Pamela Crawford
Paralegal

Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 4

This is a Memorandum of Schedule No. 4 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:

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1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 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. 4 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. 4, 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

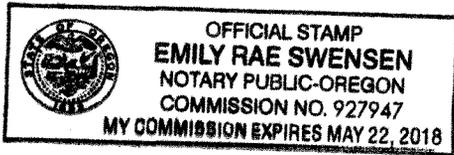
NAME: Richard Shearer

TITLE: SVP, FINANCE

TITLE: President + CEO

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

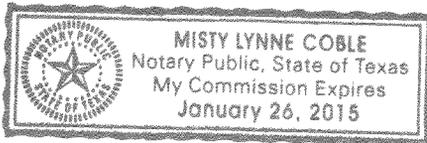
On this 11th day of June, 2014, before me personally appeared Harry Stanley, to me personally known, who being by me duly sworn, says that s/he is the SVP of Finance of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the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



Emily Swensen
NOTARY PUBLIC
My commission expires: 5/22/2018

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	Mark	Number	Mark	Number
AOKX	480067	AOKX	480092	AOKX	480117	AOKX	480161
AOKX	480068	AOKX	480093	AOKX	480118	AOKX	480163
AOKX	480069	AOKX	480094	AOKX	480119	AOKX	480168
AOKX	480070	AOKX	480095	AOKX	480120	AOKX	480170
AOKX	480071	AOKX	480096	AOKX	480121	AOKX	480172
AOKX	480072	AOKX	480097	AOKX	480122	AOKX	480173
AOKX	480073	AOKX	480098	AOKX	480123	AOKX	480174
AOKX	480074	AOKX	480099	AOKX	480124	AOKX	480175
AOKX	480075	AOKX	480100	AOKX	480125	AOKX	480176
AOKX	480076	AOKX	480101	AOKX	480126	AOKX	480177
AOKX	480077	AOKX	480102	AOKX	480127	AOKX	480178
AOKX	480078	AOKX	480103	AOKX	480129	AOKX	480179
AOKX	480079	AOKX	480104	AOKX	480141	AOKX	480180
AOKX	480080	AOKX	480105	AOKX	480142	AOKX	480181
AOKX	480081	AOKX	480106	AOKX	480143	AOKX	480182
AOKX	480082	AOKX	480107	AOKX	480144	AOKX	480183
AOKX	480083	AOKX	480108	AOKX	480145	AOKX	480184
AOKX	480084	AOKX	480109	AOKX	480146	AOKX	480185
AOKX	480085	AOKX	480110	AOKX	480147	AOKX	480186
AOKX	480086	AOKX	480111	AOKX	480148	AOKX	480187
AOKX	480087	AOKX	480112	AOKX	480149	AOKX	480188
AOKX	480088	AOKX	480113	AOKX	480150	AOKX	480189
AOKX	480089	AOKX	480114	AOKX	480151	AOKX	480190
AOKX	480090	AOKX	480115	AOKX	480152	AOKX	480191
AOKX	480091	AOKX	480116	AOKX	480160	AOKX	480192

100 Cars Total