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ELIAS C. ALVORD (1942)
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February 28, 2014

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 an Amendment No. 1 to Memorandum of Lease Schedule No. 1, dated as of February 27, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Schedule No. 1 previously filed with the Board under Recordation Number 31054.

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

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: PyraMax Ceramics, LLC
3606 Research Forest Drive, Suite 100
The Woodlands, TX 77381

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

125 covered hopper railcars marked and numbered within the series AOKX 492494 to AOKX 496474, as set forth in the attachment to the document.

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

Amendment No. 1 to Memorandum of Lease Schedule No. 1.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**AMENDMENT NO. 1 TO
MEMORANDUM OF LEASE FOR SCHEDULE NO. 1**

Amendment dated as of February 27, 2014 (“Amendment”) to Memorandum of Lease for Schedule No. 1 dated August 12, 2013, to a Lease Agreement made and entered into as of August 12, 2013, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company (“Lessor”) and PyraMax Ceramics, LLC, a Texas limited liability company (“Lessee”) (the “Lease Memorandum”).

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of one hundred twenty-five (125) new 3,250 cubic foot covered hopper railcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to correct the list of marks and numbers assigned to the railcars.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

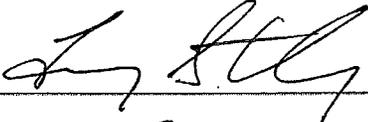
1. Delete the Railcar List attached to the Lease Memorandum in its entirety and add the Amended Railcar List as attached to this Amendment.
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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.

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

GREENBRIER LEASING COMPANY LLC

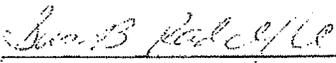
BY: 

NAME: Larry Stanley

TITLE: Senior Vice President

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

PYRAMAX CERAMICS, LLC

BY: 

NAME: Susan B. Radcliffe

TITLE: VP of General Counsel - North Central Division

AMENDED RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
AOKX	492494	AOKX	494391
AOKX	492692	AOKX	494915
AOKX	492714	AOKX	494916
AOKX	492758	AOKX	494918
AOKX	492768	AOKX	494919
AOKX	492786	AOKX	494921
AOKX	492808	AOKX	494922
AOKX	492818	AOKX	494923
AOKX	492871	AOKX	494924
AOKX	492883	AOKX	494925
AOKX	492891	AOKX	494926
AOKX	492896	AOKX	494927
AOKX	492911	AOKX	494928
AOKX	492919	AOKX	494929
AOKX	492928	AOKX	494931
AOKX	492943	AOKX	494932
AOKX	492945	AOKX	494933
AOKX	492963	AOKX	494934
AOKX	492976	AOKX	494935
AOKX	493007	AOKX	494936
AOKX	493012	AOKX	494937
AOKX	493013	AOKX	494938
AOKX	493035	AOKX	494939
AOKX	493045	AOKX	494940
AOKX	493060	AOKX	494941
AOKX	494153	AOKX	494942
AOKX	494167	AOKX	494943
AOKX	494187	AOKX	494944
AOKX	494223	AOKX	494945
AOKX	494262	AOKX	494946
AOKX	494278	AOKX	494947
AOKX	494319	AOKX	494948
AOKX	494333	AOKX	494952
AOKX	494353	AOKX	494954
AOKX	494362	AOKX	494955
AOKX	494370	AOKX	494956

[continues on following page]

Mark	Number	Mark	Number
AOKX	494957	AOKX	495059
AOKX	494960	AOKX	495062
AOKX	494961	AOKX	496384
AOKX	494975	AOKX	496392
AOKX	494978	AOKX	496395
AOKX	494980	AOKX	496402
AOKX	494981	AOKX	496403
AOKX	494986	AOKX	496405
AOKX	494989	AOKX	496406
AOKX	494990	AOKX	496424
AOKX	494991	AOKX	496430
AOKX	494992	AOKX	496431
AOKX	494993	AOKX	496432
AOKX	494994	AOKX	496436
AOKX	494995	AOKX	496441
AOKX	494996	AOKX	496446
AOKX	494997	AOKX	496447
AOKX	494999	AOKX	496449
AOKX	495000	AOKX	496451
AOKX	495001	AOKX	496454
AOKX	495002	AOKX	496458
AOKX	495003	AOKX	496461
AOKX	495004	AOKX	496468
AOKX	495011	AOKX	496470
AOKX	495012	AOKX	496473
AOKX	495013	AOKX	496474
AOKX	495053	Total	125 Cars

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: 2/28/14

Edward M Luria
Edward M. Luria