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ELIAS C. ALVORD (1942)
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April 21, 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 a Memorandum of Lease Schedule No. 1, dated 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 documents are:

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

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

Section Chief
April 21, 2014
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A description of the railroad equipment covered by the enclosed document is:

67 new 3,250 cubic foot covered hopper railcars within the series AOKX 497642 - AOKX 497736 as set forth in the attachment to the document.

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

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

MEMORANDUM OF LEASE

SCHEDULE NO. 1

This is a Memorandum of Schedule No. 1 dated March 1, 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:

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. 1 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. 1, as each may be amended from time to time.

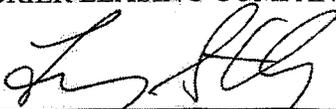
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

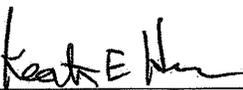
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

SUPERIOR SILICA SANDS LLC

BY: 

BY: 

NAME: Larry Stanley

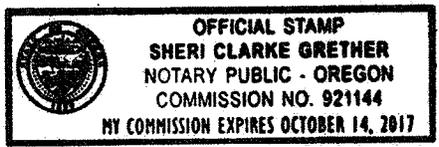
NAME: Keath E Hance

TITLE: SVP, Finance

TITLE: CFO

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

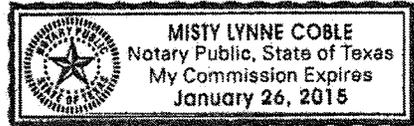
On this 20 day of March, 2014, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: October 14, 2017

STATE OF Texas)
) ss.
COUNTY OF Tarrant)

On this 11th day of March, 2014, before me personally appeared Keith Hance, to me personally known, who being by me duly sworn, says that s/he is the CFO 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: 1/26/15

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
AOKX	497642	AOKX	497697
AOKX	497644	AOKX	497698
AOKX	497651	AOKX	497699
AOKX	497655	AOKX	497700
AOKX	497662	AOKX	497701
AOKX	497663	AOKX	497702
AOKX	497666	AOKX	497703
AOKX	497667	AOKX	497704
AOKX	497670	AOKX	497705
AOKX	497672	AOKX	497706
AOKX	497673	AOKX	497707
AOKX	497674	AOKX	497708
AOKX	497675	AOKX	497709
AOKX	497676	AOKX	497710
AOKX	497677	AOKX	497711
AOKX	497678	AOKX	497712
AOKX	497679	AOKX	497713
AOKX	497680	AOKX	497715
AOKX	497681	AOKX	497716
AOKX	497682	AOKX	497717
AOKX	497683	AOKX	497719
AOKX	497684	AOKX	497720
AOKX	497685	AOKX	497721
AOKX	497686	AOKX	497722
AOKX	497687	AOKX	497723
AOKX	497688	AOKX	497724
AOKX	497689	AOKX	497727
AOKX	497690	AOKX	497728
AOKX	497691	AOKX	497729
AOKX	497692	AOKX	497732
AOKX	497693	AOKX	497733
AOKX	497694	AOKX	497734
AOKX	497695	AOKX	497736
AOKX	497696	Total	67 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: 4/21/14

Edward M Luria
Edward M. Luria