

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company, LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

July 21, 2014

RECORDATION NO. 31297 FILED

JUL 23 '14 -4 03 PM

SURFACE TRANSPORTATION BOARD

VIA FEDERAL EXPRESS

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 are three (3) originals and two (2) photocopies of a Memorandum of Schedule No. 10 dated as of March 1, 2014, to a Lease Agreement dated effective as of October 1, 2011, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Payment for the required recordation fee of \$44.00 USD is also enclosed.

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

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

One hundred fifty (150) 3,250 cubic foot capacity covered hopper railcars, 286,000 lbs. GRL, marked and numbered AOKX 498135 through AOKX 498391, non-inclusive, as more particularly set forth in the exhibit attached to the document.

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

Section Chief
Surface Transportation Board
July 1, 2014
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Schedule No. 10

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

Sincerely,

A handwritten signature in cursive script that reads "Emily Swensen". The signature is written in black ink and is positioned to the right of the word "Sincerely,".

Emily Swensen
Paralegal
(503) 670-3113

ERS:ms
Enclosures

cc: Edward M. Luria, Esq.

JUL 23 '14 -4 03 PM

STATE TRANSPORTATION BOARD

MEMORANDUM OF SCHEDULE NO. 10

TO LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

CARBO CERAMICS, INC. ("LESSEE")

EFFECTIVE: OCTOBER 1, 2011

Memorandum of Schedule No. 10 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 fifty (150) 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. 10 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. 10, 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

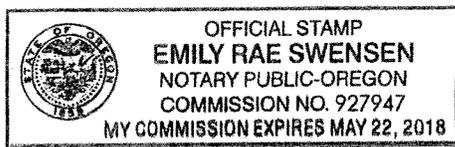
NAME: ERNESTO BAUTISTA III

TITLE: PRESIDENT

TITLE: VP + 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 BAUTISTA III, to me personally known, who being by me duly sworn, says that s/he is the VP T.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

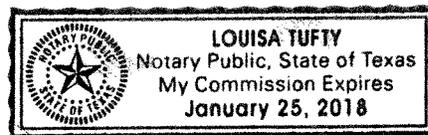


EXHIBIT A

RAIL EQUIPMENT LIST

One hundred fifty (150) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as identified below:

MARK	NUMBER								
AOKX	498135	AOKX	498220	AOKX	498287	AOKX	498317	AOKX	498352
AOKX	498146	AOKX	498221	AOKX	498288	AOKX	498318	AOKX	498353
AOKX	498147	AOKX	498222	AOKX	498289	AOKX	498319	AOKX	498354
AOKX	498148	AOKX	498223	AOKX	498290	AOKX	498320	AOKX	498355
AOKX	498149	AOKX	498224	AOKX	498291	AOKX	498321	AOKX	498356
AOKX	498150	AOKX	498225	AOKX	498292	AOKX	498322	AOKX	498357
AOKX	498151	AOKX	498226	AOKX	498293	AOKX	498323	AOKX	498358
AOKX	498152	AOKX	498227	AOKX	498294	AOKX	498324	AOKX	498359
AOKX	498153	AOKX	498228	AOKX	498295	AOKX	498325	AOKX	498360
AOKX	498154	AOKX	498229	AOKX	498296	AOKX	498326	AOKX	498361
AOKX	498155	AOKX	498230	AOKX	498297	AOKX	498327	AOKX	498363
AOKX	498156	AOKX	498231	AOKX	498298	AOKX	498328	AOKX	498365
AOKX	498157	AOKX	498232	AOKX	498299	AOKX	498329	AOKX	498366
AOKX	498158	AOKX	498233	AOKX	498300	AOKX	498330	AOKX	498371
AOKX	498159	AOKX	498234	AOKX	498301	AOKX	498331	AOKX	498373
AOKX	498160	AOKX	498235	AOKX	498302	AOKX	498332	AOKX	498377
AOKX	498161	AOKX	498236	AOKX	498303	AOKX	498333	AOKX	498378
AOKX	498162	AOKX	498237	AOKX	498304	AOKX	498334	AOKX	498379
AOKX	498163	AOKX	498238	AOKX	498305	AOKX	498335	AOKX	498380
AOKX	498165	AOKX	498239	AOKX	498306	AOKX	498336	AOKX	498381
AOKX	498166	AOKX	498240	AOKX	498307	AOKX	498337	AOKX	498382
AOKX	498167	AOKX	498241	AOKX	498308	AOKX	498338	AOKX	498383
AOKX	498168	AOKX	498256	AOKX	498309	AOKX	498339	AOKX	498384
AOKX	498169	AOKX	498257	AOKX	498310	AOKX	498340	AOKX	498385
AOKX	498171	AOKX	498281	AOKX	498311	AOKX	498346	AOKX	498386
AOKX	498215	AOKX	498282	AOKX	498312	AOKX	498347	AOKX	498387
AOKX	498216	AOKX	498283	AOKX	498313	AOKX	498348	AOKX	498388
AOKX	498217	AOKX	498284	AOKX	498314	AOKX	498349	AOKX	498389
AOKX	498218	AOKX	498285	AOKX	498315	AOKX	498350	AOKX	498390
AOKX	498219	AOKX	498286	AOKX	498316	AOKX	498351	AOKX	498391