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

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. 2, 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  
Page 2

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 497718 - AOKX 497847 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. 2.

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. 2**

This is a Memorandum of Schedule No. 2 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. 2 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. 2, 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.

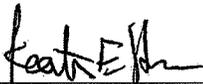
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

SUPERIOR SILICA SANDS LLC

BY: 

BY: 

NAME: Larry Stanley

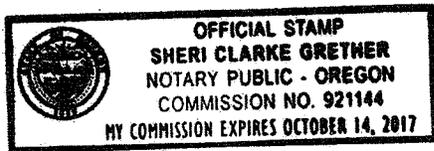
NAME: Keith E Vance

TITLE: SVP, FINANCE

TITLE: CEO

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

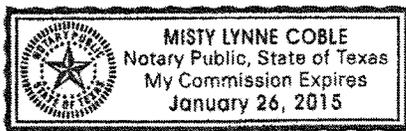
On this 20 day of March, 2014, before me personally appeared Larry Stanley to me personally known, who being by me duly sworn, says that s/he is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that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



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

STATE OF Texas )  
 ) ss.  
COUNTY OF Tarrant )

On this 11<sup>th</sup> 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

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	497718	AOKX	497815
AOKX	497726	AOKX	497816
AOKX	497730	AOKX	497817
AOKX	497731	AOKX	497818
AOKX	497735	AOKX	497819
AOKX	497738	AOKX	497820
AOKX	497740	AOKX	497821
AOKX	497741	AOKX	497822
AOKX	497742	AOKX	497823
AOKX	497760	AOKX	497824
AOKX	497765	AOKX	497825
AOKX	497767	AOKX	497826
AOKX	497773	AOKX	497827
AOKX	497775	AOKX	497828
AOKX	497777	AOKX	497829
AOKX	497778	AOKX	497830
AOKX	497779	AOKX	497831
AOKX	497783	AOKX	497832
AOKX	497785	AOKX	497833
AOKX	497793	AOKX	497834
AOKX	497798	AOKX	497835
AOKX	497801	AOKX	497836
AOKX	497803	AOKX	497837
AOKX	497804	AOKX	497838
AOKX	497805	AOKX	497839
AOKX	497806	AOKX	497840
AOKX	497807	AOKX	497841
AOKX	497808	AOKX	497842
AOKX	497809	AOKX	497843
AOKX	497810	AOKX	497844
AOKX	497811	AOKX	497845
AOKX	497812	AOKX	497846
AOKX	497813	AOKX	497847
AOKX	497814	<b>Total</b>	<b>67 Cars</b>

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