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

January 12, 2015

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. 3, dated as of June 22, 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 document are:

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

Lessee: Interstate Industrial Sands, LLC
3033 Campus Drive, Suite W200
Plymouth, MN 55441

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

50 covered hopper railcars within the series AOKX 494951 – AOKX 497468 as more particularly set forth on the attachment to the document.

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

Memorandum of Lease Schedule No. 3.

Section Chief
January 12, 2015
Page 2

Also enclosed is a check in the amount of \$43.00 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,


for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 3

This is a Memorandum of Schedule No. 3 dated as of June 22, 2014 to a Lease Agreement made and entered into as of March 27, 2013, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Interstate Industrial Sands, LLC, a Minnesota limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) 3,250 cubic foot capacity covered hopper railcars, bearing reporting marks and numbers as set forth in the Rail Equipment List attached hereto as Exhibit A.
2. Schedule No. 3 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. 3, 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

INTERSTATE INDUSTRIAL SANDS, LLC

BY: 

BY: 

NAME: V. T. Sharp

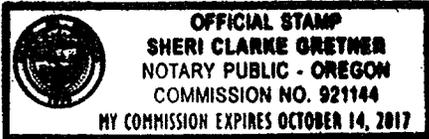
NAME: William Frothinger

TITLE: President

TITLE: CEO

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 23 day of July, 2014, before me personally appeared J.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.



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

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 17th day of July, 2014, before me personally appeared Bill Frothingham, to me personally known, who being by me duly sworn, says that s/he is the CEO of Interstate Industrial 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.

Katherine A. J. Donald
NOTARY PUBLIC
My commission expires: 1/31/2019

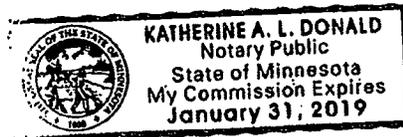


EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
AOKX	494951	AOKX	497307
AOKX	494959	AOKX	497310
AOKX	494972	AOKX	497311
AOKX	494985	AOKX	497313
AOKX	494987	AOKX	497317
AOKX	495005	AOKX	497318
AOKX	495008	AOKX	497319
AOKX	495678	AOKX	497357
AOKX	496444	AOKX	497362
AOKX	496916	AOKX	497371
AOKX	496917	AOKX	497372
AOKX	496921	AOKX	497373
AOKX	496937	AOKX	497374
AOKX	497071	AOKX	497384
AOKX	497230	AOKX	497385
AOKX	497236	AOKX	497421
AOKX	497238	AOKX	497422
AOKX	497240	AOKX	497423
AOKX	497248	AOKX	497456
AOKX	497250	AOKX	497459
AOKX	497253	AOKX	497462
AOKX	497254	AOKX	497463
AOKX	497261	AOKX	497466
AOKX	497263	AOKX	497467
AOKX	497268	AOKX	497468
		Total	50 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: 1/12/15

Edward M Luria
Edward M. Luria