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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
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January 13, 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. 6, dated as of April 15, 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:	Superior Silica Sands LLC 6000 Western Place, Suite 465 Fort Worth, TX 76107

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

100 railcars within the series AOKX 480350 – AOKX 480540 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. 6.

Section Chief  
January 13, 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. 6**

This is a Memorandum of Schedule No. 6 dated April 15, 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 one hundred (100) 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. 6 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. 6, as each may be amended from time to time.

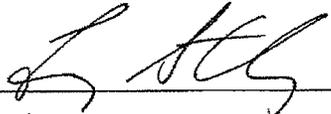
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

SUPERIOR SILICA SANDS LLC

BY: 

BY: 

NAME: LARRY STANLEY

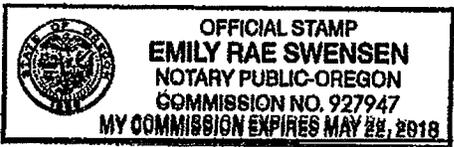
NAME: Richard Shearer

TITLE: SVP, FINANCE

TITLE: President + CEO

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

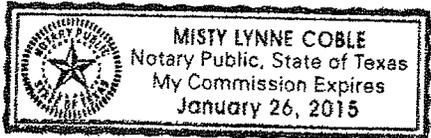
On this 11<sup>th</sup> day of June, 2014, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the SVP of Finance of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged 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 Tarrant )

On this 31 day of May, 2014, before me personally appeared Richard Shearer, to me personally known, who being by me duly sworn, says that s/he is the President + CEO 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: Jan 26, 2015

## RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	480350	AOKX	480447	AOKX	480487	AOKX	480516
AOKX	480353	AOKX	480448	AOKX	480489	AOKX	480517
AOKX	480354	AOKX	480451	AOKX	480492	AOKX	480518
AOKX	480355	AOKX	480454	AOKX	480494	AOKX	480519
AOKX	480392	AOKX	480458	AOKX	480495	AOKX	480520
AOKX	480393	AOKX	480463	AOKX	480496	AOKX	480521
AOKX	480394	AOKX	480464	AOKX	480497	AOKX	480522
AOKX	480395	AOKX	480466	AOKX	480498	AOKX	480523
AOKX	480396	AOKX	480467	AOKX	480499	AOKX	480524
AOKX	480397	AOKX	480468	AOKX	480500	AOKX	480525
AOKX	480398	AOKX	480469	AOKX	480501	AOKX	480526
AOKX	480399	AOKX	480470	AOKX	480502	AOKX	480527
AOKX	480400	AOKX	480471	AOKX	480503	AOKX	480528
AOKX	480401	AOKX	480472	AOKX	480504	AOKX	480529
AOKX	480402	AOKX	480473	AOKX	480505	AOKX	480530
AOKX	480404	AOKX	480474	AOKX	480506	AOKX	480531
AOKX	480405	AOKX	480475	AOKX	480507	AOKX	480532
AOKX	480406	AOKX	480476	AOKX	480508	AOKX	480533
AOKX	480407	AOKX	480477	AOKX	480509	AOKX	480534
AOKX	480408	AOKX	480478	AOKX	480510	AOKX	480535
AOKX	480409	AOKX	480479	AOKX	480511	AOKX	480536
AOKX	480410	AOKX	480480	AOKX	480512	AOKX	480537
AOKX	480411	AOKX	480481	AOKX	480513	AOKX	480538
AOKX	480412	AOKX	480482	AOKX	480514	AOKX	480539
AOKX	480413	AOKX	480483	AOKX	480515	AOKX	480540

100 Cars Total

**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: 1/13/15

Edward M Luria  
Edward M. Luria