

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 22, 2014

RECORDED 31298 FILED

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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. 11 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 (100) 3,250 cubic foot capacity covered hopper railcars, 286,000 lbs. GRL, marked and numbered AOKX 498392 through AOKX 498491, 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.

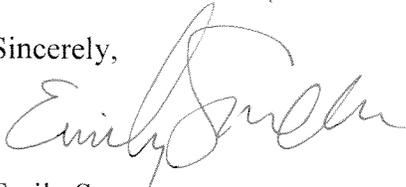
Section Chief
Surface Transportation Board
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Schedule No. 11

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Emily Swensen".

Emily Swensen
Paralegal
(503) 670-3113

ERS:ms
Enclosures

cc: Edward M. Luria, Esq.

31298

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SPACE TRANSPORTATION BOARD

MEMORANDUM OF SCHEDULE NO. 11

TO LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

CARBO CERAMICS, INC. ("LESSEE")

EFFECTIVE: OCTOBER 1, 2011

Memorandum of Schedule No. 11 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 (100) 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. 11 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. 11, 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

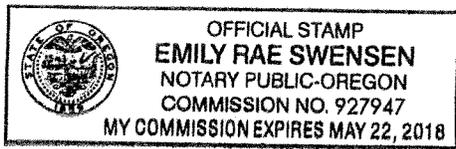
NAME: ERNESTO BAUTISTATTI

TITLE: PRESIDENT

TITLE: V.P. & 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 V.P. 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

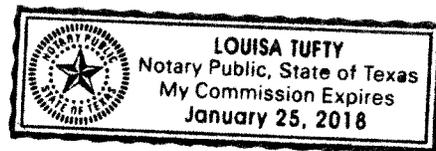


EXHIBIT A

RAIL EQUIPMENT LIST

One hundred (100) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as identified below:

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	498392	AOKX	498417	AOKX	498442	AOKX	498467
AOKX	498393	AOKX	498418	AOKX	498443	AOKX	498468
AOKX	498394	AOKX	498419	AOKX	498444	AOKX	498469
AOKX	498395	AOKX	498420	AOKX	498445	AOKX	498470
AOKX	498396	AOKX	498421	AOKX	498446	AOKX	498471
AOKX	498397	AOKX	498422	AOKX	498447	AOKX	498472
AOKX	498398	AOKX	498423	AOKX	498448	AOKX	498473
AOKX	498399	AOKX	498424	AOKX	498449	AOKX	498474
AOKX	498400	AOKX	498425	AOKX	498450	AOKX	498475
AOKX	498401	AOKX	498426	AOKX	498451	AOKX	498476
AOKX	498402	AOKX	498427	AOKX	498452	AOKX	498477
AOKX	498403	AOKX	498428	AOKX	498453	AOKX	498478
AOKX	498404	AOKX	498429	AOKX	498454	AOKX	498479
AOKX	498405	AOKX	498430	AOKX	498455	AOKX	498480
AOKX	498406	AOKX	498431	AOKX	498456	AOKX	498481
AOKX	498407	AOKX	498432	AOKX	498457	AOKX	498482
AOKX	498408	AOKX	498433	AOKX	498458	AOKX	498483
AOKX	498409	AOKX	498434	AOKX	498459	AOKX	498484
AOKX	498410	AOKX	498435	AOKX	498460	AOKX	498485
AOKX	498411	AOKX	498436	AOKX	498461	AOKX	498486
AOKX	498412	AOKX	498437	AOKX	498462	AOKX	498487
AOKX	498413	AOKX	498438	AOKX	498463	AOKX	498488
AOKX	498414	AOKX	498439	AOKX	498464	AOKX	498489
AOKX	498415	AOKX	498440	AOKX	498465	AOKX	498490
AOKX	498416	AOKX	498441	AOKX	498466	AOKX	498491
						Total	100 Cars