RECORDATION NO. 31562 FILED
January 13, 2015 08:00 AM
SURFACE TRANSPORTATION BOARD

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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. 8, 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: AOKX 480647 – AOKX 480746.

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

Memorandum of Lease Schedule No. 8.

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

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MEMORANDUM OF LEASE

SCHEDULE NO. 8

This is a Memorandum of Schedule No. 8 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. 8 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. 8, 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: Richard J. Shearer
NAME: LARRY STANLEY	NAME: Richard Shearer
TITLE: SVP, FINANCE	TITLE: President + CEO

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STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 11th day of June, 2014, before me personally appeared Harry 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.

OFFICIAL STAMP
EMILY RAE SWENSEN
NOTARY PUBLIC-OREGON
COMMISSION NO. 927947
MY COMMISSION EXPIRES MAY 22, 2018

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 LYNNE COBLE
Notary Public, State of Texas
My Commission Expires
January 26, 2015

Misty Coble
NOTARY PUBLIC
My commission expires: Jan 26, 2015

RAIL EQUIPMENT LIST

Car Marks and Numbers **AOKX 480647 TO AOKX 480746**, inclusive

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