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

August 12, 2104

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 Schedule No. 7 to Lease Agreement, effective as of October 1, 2011, 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:	CARBO Ceramics Inc. Energy Center II 575 N. Dairy Ashford, Suite 300 Houston, TX 77079

Chief, Section of Administration  
August 12, 2014  
Page 2

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

100 covered hopper railcars within the series AOKX 494917 - AOKX 497933 as more particularly set forth in the attachment to the document.

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

Memorandum of Schedule No. 7 to Lease Agreement.

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, consisting of a stylized 'E' followed by a horizontal line and a small flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

***MEMORANDUM OF SCHEDULE NO. 7***

***TO LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC (“LESSOR”)***

***AND***

***CARBO CERAMICS (“LESSEE”)***

***EFFECTIVE: OCTOBER 1, 2011***

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Memorandum of Schedule No. 7 effective as of February 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. 7 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. 7, as each may be amended from time to time.

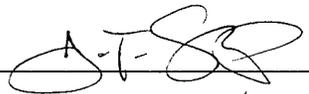
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

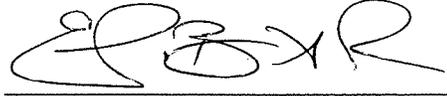
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

CARBO CERAMICS INC.

BY:  \_\_\_\_\_

BY:  \_\_\_\_\_

NAME: J.T. Shae

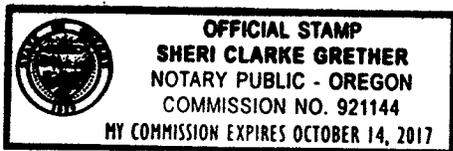
NAME: Ernesto Bautista, III

TITLE: President

TITLE: Chief Financial Officer

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 16<sup>th</sup> day of April, 2014, before me personally appeared J. T. Sings, 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.

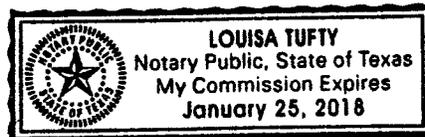


Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: October 14, 2017

STATE OF TEXAS)  
 ) ss.  
COUNTY OF HARRIS)

On this 15<sup>th</sup> day of April, 2014, before me personally appeared Ernesto Bautista, III, to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer of CARBO Ceramics Inc. and that the foregoing instrument was signed on behalf of said corporation, and 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:

<b>MARK</b>	<b>NUMBER</b>	<b>MARK</b>	<b>NUMBER</b>	<b>MARK</b>	<b>NUMBER</b>	<b>MARK</b>	<b>NUMBER</b>
AOKX	494917	AOKX	496972	AOKX	497048	AOKX	497192
AOKX	494930	AOKX	496974	AOKX	497050	AOKX	497237
AOKX	494958	AOKX	496975	AOKX	497051	AOKX	497242
AOKX	494977	AOKX	496976	AOKX	497052	AOKX	497255
AOKX	494979	AOKX	496983	AOKX	497053	AOKX	497257
AOKX	494983	AOKX	496987	AOKX	497054	AOKX	497258
AOKX	495010	AOKX	496993	AOKX	497056	AOKX	497259
AOKX	496906	AOKX	497003	AOKX	497057	AOKX	497262
AOKX	496920	AOKX	497010	AOKX	497058	AOKX	497290
AOKX	496926	AOKX	497011	AOKX	497060	AOKX	497309
AOKX	496929	AOKX	497015	AOKX	497061	AOKX	497336
AOKX	496930	AOKX	497020	AOKX	497064	AOKX	497337
AOKX	496942	AOKX	497023	AOKX	497070	AOKX	497348
AOKX	496943	AOKX	497026	AOKX	497104	AOKX	497355
AOKX	496948	AOKX	497027	AOKX	497106	AOKX	497361
AOKX	496949	AOKX	497029	AOKX	497107	AOKX	497367
AOKX	496953	AOKX	497031	AOKX	497113	AOKX	497368
AOKX	496955	AOKX	497036	AOKX	497116	AOKX	497370
AOKX	496956	AOKX	497037	AOKX	497117	AOKX	497382
AOKX	496958	AOKX	497038	AOKX	497118	AOKX	497391
AOKX	496960	AOKX	497039	AOKX	497121	AOKX	497392
AOKX	496962	AOKX	497043	AOKX	497125	AOKX	497461
AOKX	496964	AOKX	497044	AOKX	497128	AOKX	497464
AOKX	496965	AOKX	497045	AOKX	497149	AOKX	497465
AOKX	496968	AOKX	497047	AOKX	497167	AOKX	497933
						<b>Total</b>	<b>100 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: 8/12/14

Edward M Luria  
Edward M. Luria