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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. 2, dated as of February 4, 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:

77 covered hopper railcars: AOKX 66000, AOKX 66001 and cars within the series AOKX 181055 – AOKX 182114 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. 2.

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. 2

This is a Memorandum of Schedule No. 2 dated as of February 4, 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 seventy-seven (77) 4,750 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. 2 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. 2, as each may be amended from time to time.

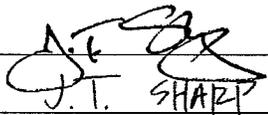
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

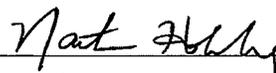
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

INTERSTATE INDUSTRIAL SANDS, LLC

BY: 

BY: 

NAME: J.T. SHARP

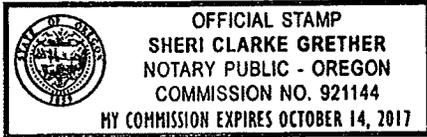
NAME: Nate Holmberg

TITLE: PRESIDENT

TITLE: President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 9th day of January, 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~~ ^{his} free act and deed.



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

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 10th day of January, 2014, before me personally appeared
Nate Holmberg, to me personally known, who being by me duly sworn, says that s/he is
the President 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.

Katie A. J. Deel
NOTARY PUBLIC
My commission expires: Jan. 31, 2019

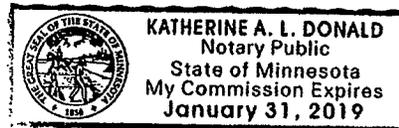


EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
AOKX	181170	AOKX	181464
AOKX	181559	AOKX	181468
AOKX	181868	AOKX	181503
AOKX	66001	AOKX	181604
AOKX	181150	AOKX	181714
AOKX	181351	AOKX	181743
AOKX	181364	AOKX	181832
AOKX	181414	AOKX	181990
AOKX	181416	AOKX	181992
AOKX	181562	AOKX	182026
AOKX	181834	AOKX	181122
AOKX	182107	AOKX	181125
AOKX	181055	AOKX	181400
AOKX	181114	AOKX	181551
AOKX	181145	AOKX	181577
AOKX	181189	AOKX	181707
AOKX	181361	AOKX	181756
AOKX	181441	AOKX	181766
AOKX	181476	AOKX	181854
AOKX	181583	AOKX	182034
AOKX	181735	AOKX	181057
AOKX	181764	AOKX	181399
AOKX	181827	AOKX	181911
AOKX	181847	AOKX	181925
AOKX	181828	AOKX	181988
AOKX	181951	AOKX	182114
AOKX	181113	AOKX	181142
AOKX	181375	AOKX	181713
AOKX	181397	AOKX	181955
AOKX	181402	AOKX	181470
AOKX	181405	AOKX	181667
AOKX	181574	AOKX	181152
AOKX	181617	AOKX	181172
AOKX	181958	AOKX	181926
AOKX	181960	AOKX	66000
AOKX	182082	AOKX	181736
AOKX	181124	AOKX	181429
AOKX	181149	AOKX	181384
AOKX	181415	Total	77 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