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ELIAS C. ALVORD (1942)
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April 30, 2014

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. 3, dated March 1, 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 documents are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: Superior Silica Sands LLC
6000 Western Place, Suite 465
Fort Worth, TX 76107

Section Chief
April 30, 2014
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A description of the railroad equipment covered by the enclosed document is:

66 new 3,250 cubic foot covered hopper railcars within the series AOKX 497848 - AOKX 497921 as set forth in the attachment to the document.

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

Memorandum of Lease Schedule No. 3.

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, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 3

This is a Memorandum of Schedule No. 3 dated March 1, 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 sixty-six (66) 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. 3 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. 3, as each may be amended from time to time.

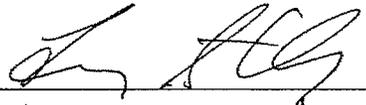
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

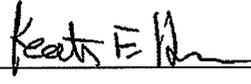
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

SUPERIOR SILICA SANDS LLC

BY: 

BY: 

NAME: Larry Stanley

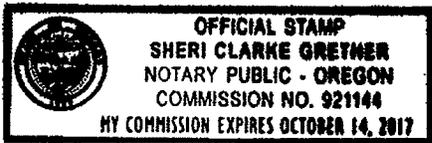
NAME: Keath E Dance

TITLE: SVP, Finance

TITLE: CFO

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

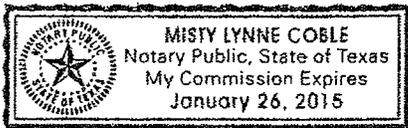
On this 20 day of March, 2014, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.



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

STATE OF Texas)
) ss.
COUNTY OF Tarrant)

On this 11th day of March, 2014, before me personally appeared Heath Hance, to me personally known, who being by me duly sworn, says that s/he is the CFO 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: 1/26/15

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
AOKX	497848	AOKX	497881
AOKX	497849	AOKX	497882
AOKX	497850	AOKX	497883
AOKX	497851	AOKX	497884
AOKX	497852	AOKX	497885
AOKX	497853	AOKX	497886
AOKX	497854	AOKX	497887
AOKX	497855	AOKX	497888
AOKX	497856	AOKX	497889
AOKX	497857	AOKX	497890
AOKX	497858	AOKX	497891
AOKX	497859	AOKX	497892
AOKX	497860	AOKX	497893
AOKX	497861	AOKX	497894
AOKX	497862	AOKX	497895
AOKX	497863	AOKX	497896
AOKX	497864	AOKX	497897
AOKX	497865	AOKX	497898
AOKX	497866	AOKX	497899
AOKX	497867	AOKX	497900
AOKX	497868	AOKX	497901
AOKX	497869	AOKX	497902
AOKX	497870	AOKX	497903
AOKX	497871	AOKX	497904
AOKX	497872	AOKX	497907
AOKX	497873	AOKX	497909
AOKX	497874	AOKX	497910
AOKX	497875	AOKX	497911
AOKX	497876	AOKX	497913
AOKX	497877	AOKX	497914
AOKX	497878	AOKX	497918
AOKX	497879	AOKX	497919
AOKX	497880	AOKX	497921

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: 4/30/14

Edward M Luria
Edward M. Luria