

GREENBRIER **LEASING COMPANY LLC**

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

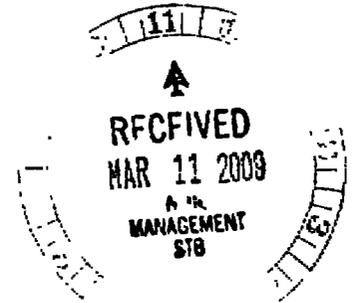
RECORDATION NO 27830 FILED

March 9, 2009

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SURFACE TRANSPORTATION BOARD



VIA FEDERAL EXPRESS

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 Lease Agreement for Schedule No. 2 dated as of October 1, 2008, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is our check for \$41 payable to the Surface Transportation Board covering the required recordation fee.

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: Wedron Silica Company
3450 East 2056th Road
Wedron, Illinois 60557

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

One hundred fifty (150) newly built 3,250 c.f. cement covered hopper railcars, 286,000 lbs. GRL, bearing reporting marks and numbers GBRX 69000 through GBRX 69149, inclusive.

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

Memorandum of Lease Agreement for Schedule No. 2.

Ms. Anne K. Quinlan

March 9, 2009

Page 2

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Sincerely,

A handwritten signature in cursive script that reads "Sheri Clarke Grether". The signature is written in black ink and is positioned above the typed name.

Sheri Clarke Grether
Paralegal

Enclosures

cc: Robert W. Alvord, Esq.

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

WEDRON SILICA COMPANY ("LESSEE")

OCTOBER 1, 2008

SCHEDULE NO. 2

DECEMBER 1, 2008

This Memorandum of a Lease Agreement and Schedule No. 2 thereto is made and entered into as of December 1, 2008 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Wedron Silica Company, an Ohio corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred fifty (150) 3,250 c.f. cement covered hopper railcars, 286,000 lbs. GRL, with three 30-inch circular loading hatches and two ATP low profile 12-inch by 42-inch discharge gates, bearing reporting marks and numbers GBRX 69000 through GBRX 69149, inclusive.
2. 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. 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:

GREENBRIER LEASING COMPANY LLC

BY: J.T. Sharp

NAME: J.T. Sharp

TITLE: President

LESSEE:

WEDRON SILICA COMPANY

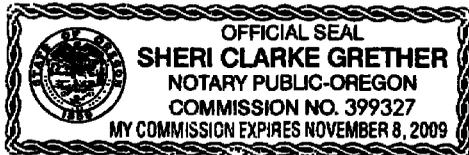
BY: Stephen King, III

NAME: Stephen King, III

TITLE: VP SYSTEMS LOGISTICS

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 6th day of March, 2009, 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~~ his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: 11-8-2009

STATE OF Illinois)
) ss.
COUNTY OF LaSalle)

On this 5th day of March, 2009, before me personally appeared Stephen King, to me personally known, who being by me duly sworn, says that s/he is the VP Systems Director of Wedron Silica Company 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.



Amy King
NOTARY PUBLIC
My commission expires: 12/16/09