

RECORDATION NO 30230 FILED
May 22, 2012 02:00 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

May 22, 2012

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 Agreement Schedule No. 2, 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.
1880 Dent Road
Toombsboro, GA 31090

Chief, Section of Administration
May 22, 2012
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A description of the railroad equipment covered by the enclosed document is:

200 railcars within the series: AOKX 492316 – AOKX 495078 (previously marked AOK) 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 Lease Agreement Schedule No. 2.

Also enclosed is a check in the amount of \$41.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING COMPANY LLC (“LESSOR”)
AND
CARBO CERAMICS INC. (“LESSEE”)
EFFECTIVE AS OF OCTOBER 1, 2011

SCHEDULE NO. 2
EFFECTIVE AS OF OCTOBER 1, 2011

Memorandum of Schedule No. 2 dated effective as of October 1, 2011 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, two hundred (200) 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. 2 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. 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

CARBO CERAMICS INC.

BY: 

BY: _____

NAME: J. T. Sharp

NAME: _____

TITLE: _____

President

TITLE: _____

Memorandum of Schedule No. 2 dated effective as of October 1, 2011 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, two hundred (200) 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. 2 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. 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

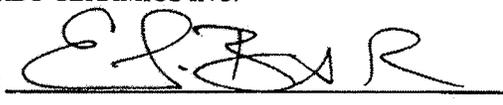
BY: _____

NAME: _____

TITLE: President

LESSEE:

CARBO CERAMICS INC.

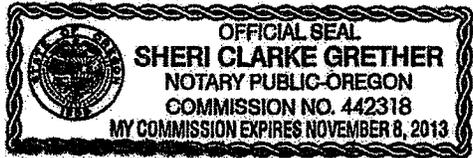
BY:  _____

NAME: ERNESTO BAUTISTA III

TITLE: CHIEF FINANCIAL OFFICER

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 18th day of May, 2012, 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~~ or his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: November 8, 2013

STATE OF _____)
) ss.
COUNTY OF _____)

On this _____ day of _____, 2012, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of CARBO Ceramics Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

NOTARY PUBLIC
My commission expires: _____

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this _____ day of _____, 2012, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ 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.

NOTARY PUBLIC
My commission expires: _____

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 18th day of MAY, 2012, before me personally appeared ERNESTO BAVTISTA III, to me personally known, who being by me duly sworn, says that s/he is the CHIEF FINANCIAL OFFICER of CARBO Ceramics Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Louisa Tufty
NOTARY PUBLIC
My commission expires: 01-25-2014



EXHIBIT A

RAIL EQUIPMENT LIST

Prior Mark	Prior Number	New Mark	New Number
AOK	492316	AOKX	492316
AOK	492333	AOKX	492333
AOK	492346	AOKX	492346
AOK	492363	AOKX	492363
AOK	492378	AOKX	492378
AOK	492381	AOKX	492381
AOK	492389	AOKX	492389
AOK	492406	AOKX	492406
AOK	492415	AOKX	492415
AOK	492436	AOKX	492436
AOK	492444	AOKX	492444
AOK	492449	AOKX	492449
AOK	492458	AOKX	492458
AOK	492477	AOKX	492477
AOK	492511	AOKX	492511
AOK	492518	AOKX	492518
AOK	492541	AOKX	492541
AOK	492590	AOKX	492590
AOK	492592	AOKX	492592
AOK	492601	AOKX	492601
AOK	492608	AOKX	492608
AOK	492609	AOKX	492609
AOK	492615	AOKX	492615
AOK	492624	AOKX	492624
AOK	492630	AOKX	492630
AOK	492650	AOKX	492650
AOK	492655	AOKX	492655
AOK	492667	AOKX	492667
AOK	492668	AOKX	492668
AOK	492902	AOKX	492902
AOK	492915	AOKX	492915
AOK	492917	AOKX	492917
AOK	492918	AOKX	492918
AOK	492920	AOKX	492920
AOK	492921	AOKX	492921

[list continues on following page]

Prior Mark	Prior Number	New Mark	New Number
AOK	492923	AOKX	492923
AOK	492924	AOKX	492924
AOK	492925	AOKX	492925
AOK	492935	AOKX	492935
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AOK	492941	AOKX	492941
AOK	492944	AOKX	492944
AOK	492957	AOKX	492957
AOK	492971	AOKX	492971
AOK	492975	AOKX	492975
AOK	492977	AOKX	492977
AOK	492978	AOKX	492978
AOK	492979	AOKX	492979
AOK	492983	AOKX	492983
AOK	492985	AOKX	492985
AOK	492986	AOKX	492986
AOK	492989	AOKX	492989
AOK	492990	AOKX	492990
AOK	492991	AOKX	492991
AOK	492993	AOKX	492993
AOK	492994	AOKX	492994
AOK	492995	AOKX	492995
AOK	492997	AOKX	492997
AOK	492998	AOKX	492998
AOK	493000	AOKX	493000
AOK	493002	AOKX	493002
AOK	493004	AOKX	493004
AOK	493005	AOKX	493005
AOK	493010	AOKX	493010
AOK	493011	AOKX	493011
AOK	493014	AOKX	493014
AOK	493015	AOKX	493015
AOK	493016	AOKX	493016
AOK	493017	AOKX	493017
AOK	493020	AOKX	493020
AOK	493027	AOKX	493027
AOK	493031	AOKX	493031
AOK	493033	AOKX	493033
AOK	493034	AOKX	493034
AOK	493036	AOKX	493036
AOK	493038	AOKX	493038
AOK	493041	AOKX	493041

[list continues on following page]

Prior Mark	Prior Number	New Mark	New Number
AOK	493044	AOKX	493044
AOK	493046	AOKX	493046
AOK	493047	AOKX	493047
AOK	493048	AOKX	493048
AOK	493049	AOKX	493049
AOK	493050	AOKX	493050
AOK	493051	AOKX	493051
AOK	493053	AOKX	493053
AOK	493054	AOKX	493054
AOK	493055	AOKX	493055
AOK	493059	AOKX	493059
AOK	493061	AOKX	493061
AOK	493062	AOKX	493062
AOK	493063	AOKX	493063
AOK	493064	AOKX	493064
AOK	493066	AOKX	493066
AOK	493067	AOKX	493067
AOK	493068	AOKX	493068
AOK	493069	AOKX	493069
AOK	493070	AOKX	493070
AOK	493071	AOKX	493071
AOK	493072	AOKX	493072
AOK	493073	AOKX	493073
AOK	493074	AOKX	493074
AOK	493075	AOKX	493075
AOK	493076	AOKX	493076
AOK	493077	AOKX	493077
AOK	493078	AOKX	493078
AOK	493080	AOKX	493080
AOK	493081	AOKX	493081
AOK	493082	AOKX	493082
AOK	493084	AOKX	493084
AOK	493085	AOKX	493085
AOK	493086	AOKX	493086
AOK	493087	AOKX	493087
AOK	493088	AOKX	493088
AOK	493089	AOKX	493089
AOK	493090	AOKX	493090
AOK	493094	AOKX	493094
AOK	493096	AOKX	493096
AOK	493097	AOKX	493097
AOK	493100	AOKX	493100

[list continues on following page]

Prior Mark	Prior Number	New Mark	New Number
AOK	493101	AOKX	493101
AOK	493102	AOKX	493102
AOK	493104	AOKX	493104
AOK	493105	AOKX	493105
AOK	493109	AOKX	493109
AOK	493111	AOKX	493111
AOK	493121	AOKX	493121
AOK	493124	AOKX	493124
AOK	493125	AOKX	493125
AOK	493126	AOKX	493126
AOK	493128	AOKX	493128
AOK	494162	AOKX	494162
AOK	494166	AOKX	494166
AOK	494177	AOKX	494177
AOK	494178	AOKX	494178
AOK	494179	AOKX	494179
AOK	494180	AOKX	494180
AOK	494181	AOKX	494181
AOK	494183	AOKX	494183
AOK	494185	AOKX	494185
AOK	494191	AOKX	494191
AOK	494194	AOKX	494194
AOK	494198	AOKX	494198
AOK	494199	AOKX	494199
AOK	494200	AOKX	494200
AOK	494202	AOKX	494202
AOK	494203	AOKX	494203
AOK	494211	AOKX	494211
AOK	494212	AOKX	494212
AOK	494213	AOKX	494213
AOK	494215	AOKX	494215
AOK	494216	AOKX	494216
AOK	494217	AOKX	494217
AOK	494218	AOKX	494218
AOK	494220	AOKX	494220
AOK	494221	AOKX	494221
AOK	494228	AOKX	494228
AOK	494259	AOKX	494259
AOK	494261	AOKX	494261
AOK	494268	AOKX	494268
AOK	494269	AOKX	494269
AOK	494271	AOKX	494271

[list continues on following page]

Prior Mark	Prior Number	New Mark	New Number
AOK	494272	AOKX	494272
AOK	494275	AOKX	494275
AOK	494288	AOKX	494288
AOK	494298	AOKX	494298
AOK	494335	AOKX	494335
AOK	494339	AOKX	494339
AOK	494340	AOKX	494340
AOK	494344	AOKX	494344
AOK	494347	AOKX	494347
AOK	494350	AOKX	494350
AOK	494352	AOKX	494352
AOK	494355	AOKX	494355
AOK	494358	AOKX	494358
AOK	494361	AOKX	494361
AOK	494365	AOKX	494365
AOK	494367	AOKX	494367
AOK	494369	AOKX	494369
AOK	494372	AOKX	494372
AOK	494374	AOKX	494374
AOK	494377	AOKX	494377
AOK	494381	AOKX	494381
AOK	494383	AOKX	494383
AOK	494387	AOKX	494387
AOK	494389	AOKX	494389
AOK	494397	AOKX	494397
AOK	494398	AOKX	494398
AOK	494399	AOKX	494399
AOK	495055	AOKX	495055
AOK	495063	AOKX	495063
AOK	495064	AOKX	495064
AOK	495065	AOKX	495065
AOK	495069	AOKX	495069
AOK	495070	AOKX	495070
AOK	495071	AOKX	495071
AOK	495072	AOKX	495072
AOK	495073	AOKX	495073
AOK	495074	AOKX	495074
AOK	495076	AOKX	495076
AOK	495078	AOKX	495078

Total 200 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: 5/22/12

Edward M Luria
Edward M. Luria