

GREENBRIER
LEASING COMPANY LLC

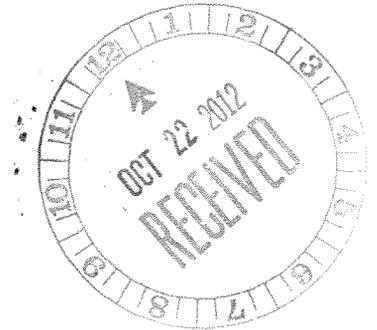
RECORDATION NO. 30219-A FILED

Greenbrier Leasing Company LLC

OCT 22 '12 -2 50 PM

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

SURFACE TRANSPORTATION BOARD



October 18, 2012

VIA FEDERAL EXPRESS

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 are two (2) originals and three (3) photocopies of an Amendment to Memorandum of Lease for Schedule No. 2 dated as of September 28, 2012 and effective as of April 19, 2012, to Lease Agreement dated as of January 31, 2012 and effective as of November 1, 2011, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$42 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Memorandum of Lease for Schedule No. 2 dated as of May 1, 2012, and effective as of April 19, 2012, which was duly filed and recorded on May 16, 2012 and assigned Recordation Number 30219.

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: FTS International Services, LLC
777 Main Street, Suite 3000
Fort Worth, TX 76102

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

One hundred (100) 3,250 cubic foot capacity covered hopper railcars marked and numbered AOKX 493130 to AOKX 493154, inclusive, and AOKX 496055 to AOKX 496129, inclusive.

Section Chief
Surface Transportation Board
October 18, 2012
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Please return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Amendment No. 1 to Memorandum of Lease Agreement for Schedule No. 2.

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheri Clarke Grether".

Sheri Clarke Grether
Senior Paralegal

SCG:ms
Enclosures

cc: Edward M. Luria, Esq.

OCT 22 '12 -2 50 PM

SURFACE TRANSPORTATION BOARD

*AMENDMENT NO. 1 DATED AS OF SEPTEMBER 28, 2012
AND EFFECTIVE AS OF APRIL 19, 2012*

TO

*MEMORANDUM OF LEASE
FOR SCHEDULE NO. 2 EFFECTIVE AS OF APRIL 19, 2012*

BETWEEN

GREENBRIER LEASING COMPANY LLC, ("LESSOR")

AND

FTS INTERNATIONAL SERVICES, LLC ("LESSEE")

Amendment No. 1 dated as of September 28, 2012 and effective as of April 19, 2012 to Memorandum of Lease for Schedule No. 2 dated as of May 1, 2012 and effective April 19, 2012, to a Lease Agreement made and entered into as of January 31, 2012 and effective November 1, 2011, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and FTS International Services, LLC, a Texas limited liability company ("Lessee") (the "Memorandum").

WHEREAS, Lessor and Lessee executed the Memorandum describing the lease of one hundred (100) 3,250 cubic foot capacity, 286,000 lbs. GRL covered hopper railcars marked and numbered AOKX 496605 through AOKX 496704, inclusive; and

WHEREAS, Lessor and Lessee wish to amend the Memorandum to conform to an amendment to the underlying lease by reflecting revised reporting marks and numbers assigned to the Cars.

NOW THEREFORE, Lessor and Lessee hereby amend the Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:
 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, 286,000 lbs. GRL covered hopper railcars bearing reporting marks and numbers AOKX 493130 to AOKX 493154, inclusive, and AOKX 496055 to AOKX 496129, inclusive.
2. All other terms and conditions of the Memorandum not specifically amended hereby shall remain in full force and effect.

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

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: 

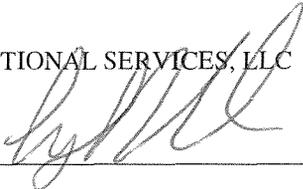
NAME: J. T. Sloup

TITLE: President

DATE: 10/8/12

LESSEE:

FTS INTERNATIONAL SERVICES, LLC

BY: 

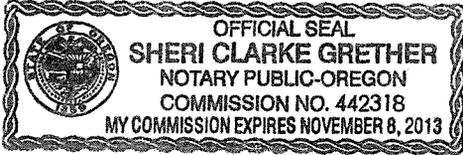
NAME: Coy Randle

TITLE: President & COO

DATE: 10/2/12

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 8th day of October, 2012, before me personally appeared J. T. Sharp
President, 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/his free act and
deed.



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

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

On this 2nd day of October, 2012, before me personally appeared Coy Randle, to me personally known,
who being by me duly sworn, says that s/he is the President & COO of FTS International Services, 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.

Belinda K. Belew
NOTARY PUBLIC
My commission expires: 3/21/2013

