RECORDATION NO 30530
FILED
November 28 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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November 28, 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 Schedule No. 3 to Lease Agreement, effective as of October 1, 2012, 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
Toomsboro, GA 31090

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

50 covered hopper railcars within the series AOKX 494800 - AOKX 496048 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 Schedule No. 3 to Lease Agreement.

Also enclosed is a check in the amount of $42.00 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

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MEMORANDUM OF SCHEDULE NO. 3 TO LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

CARBO CERAMICS INC. ("LESSEE")

OCTOBER 1, 2012

Memorandum of Schedule No. 3 effective as of October 1, 2012 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, ~~one hundred (100)~~ Fifty (50) 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. 3 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. 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	CARBO CERAMICS INC.
BY: V.J. Sharp	BY: E. Boyr
NAME: V.J. Sharp	NAME: ERNESTO BAUTISTA III
TITLE: President	TITLE: CHIEF FINANCIAL OFFICER

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STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 27th day of November, 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.

OFFICIAL SEAL
SHERI CLARKE GRETHER
NOTARY PUBLIC-OREGON
COMMISSION NO. 442318
MY COMMISSION EXPIRES NOVEMBER 8, 2013

NOTARY PUBLIC
My commission expires: November 8, 2013

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this _____ day of NOVEMBER, 2012, before me personally appeared ERNESTO BAUTISTA 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.

NOTARY PUBLIC
My commission expires: 01-25-2014

LOUISA TUFTY
NOTARY PUBLIC STATE OF TEXAS
COMMISSION EXPIRES:
01-25-2014

EXHIBIT A

RAIL EQUIPMENT LIST

Fifty (50) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as identified below; railcars delivered bearing AOK marks (if any) will be remarked at Lessor's expense with AOKX reporting marks:

Mark	Number	Mark	Number
AOKX	494800	AOKX	495758
AOKX	494801	AOKX	495868
AOKX	494802	AOKX	495880
AOKX	495286	AOKX	495893
AOKX	495303	AOKX	495903
AOKX	495348	AOKX	495909
AOKX	495457	AOKX	495921
AOKX	495575	AOKX	495949
AOKX	495577	AOKX	495954
AOKX	495578	AOKX	495969
AOKX	495584	AOKX	495974
AOKX	495585	AOKX	495979
AOKX	495589	AOKX	495984
AOKX	495595	AOKX	495988
AOKX	495597	AOKX	495990
AOKX	495598	AOKX	495997
AOKX	495672	AOKX	496002
AOKX	495679	AOKX	496004
AOKX	495685	AOKX	496014
AOKX	495718	AOKX	496019
AOKX	495723	AOKX	496020
AOKX	495731	AOKX	496021
AOKX	495732	AOKX	496031
AOKX	495735	AOKX	496045
AOKX	495736	AOKX	496048
		Total	**50 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: 11/28/12

Edward M Luria

Edward M. Luria