

RECORDATION NO 30556  
FILED  
December 18, 2012 08:00 AM  
SURFACE TRANSPORTATION BOARD

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

December 19, 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. 5 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  
Toombsboro, GA 31090

Chief, Section of Administration  
December 19, 2012  
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A description of the railroad equipment covered by the enclosed document is:

50 covered hopper railcars within the series AOKX 494803 - AOKX 496052 as more particularly set forth in the attachment to the document.

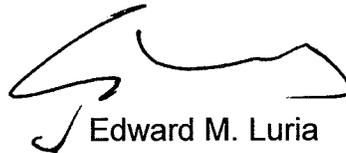
A short summary of the document to appear in the index is:

Memorandum of Schedule No. 5 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

***MEMORANDUM OF SCHEDULE NO. 5 TO LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC ("LESSOR")***

***AND***

***CARBO CERAMICS INC. ("LESSEE")***

***OCTOBER 1, 2012***

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Memorandum of Schedule No. 5 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").

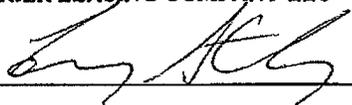
WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, 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. 5 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. 5, 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

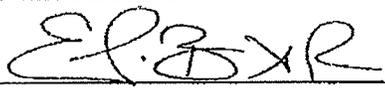
BY: 

NAME: Larry Stanley

TITLE: Senior Vice President

LESSEE:

CARBO CERAMICS INC.

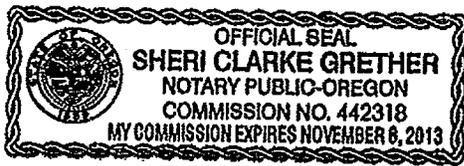
BY: 

NAME: Ernesto Bautista III

TITLE: Chief Financial Officer

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

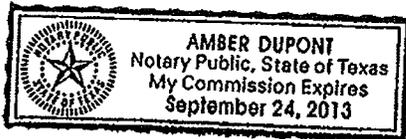
On this 18<sup>th</sup> day of December, 2012, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: November 6, 2013

STATE OF Texas )  
 ) ss.  
COUNTY OF Harris )

On this 18<sup>th</sup> day of December, 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.



Amber Dupont  
NOTARY PUBLIC  
My commission expires: 9-24-13

**EXHIBIT A**

**RAIL EQUIPMENT LIST**

Fifty (50) 3,250 cubic foot capacity covered hopper railcars, marked and numbered as identified below:

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	494803	AOKX	495604
AOKX	494804	AOKX	495605
AOKX	494805	AOKX	495606
AOKX	494806	AOKX	495670
AOKX	494807	AOKX	495675
AOKX	494808	AOKX	495719
AOKX	494809	AOKX	495741
AOKX	494810	AOKX	495865
AOKX	494811	AOKX	495867
AOKX	494812	AOKX	495877
AOKX	494813	AOKX	495891
AOKX	494814	AOKX	495894
AOKX	495279	AOKX	495930
AOKX	495281	AOKX	495931
AOKX	495306	AOKX	495932
AOKX	495336	AOKX	495943
AOKX	495339	AOKX	495945
AOKX	495342	AOKX	495947
AOKX	495343	AOKX	495960
AOKX	495468	AOKX	495970
AOKX	495586	AOKX	495987
AOKX	495596	AOKX	495999
AOKX	495599	AOKX	496005
AOKX	495601	AOKX	496040
AOKX	495603	AOKX	496052
<b>Total</b>		<b>50 Cars</b>	

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: 12/19/12

Edward M Luria  
Edward M. Luria