

RECORDATION NO 30613

FILED

January 18, 2013 08:00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 18, 2013

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. 4 to Lease Agreement, effective as of November 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

January 18, 2013

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

100 covered hopper railcars within the series AOKX 494815 - AOKX 496054 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. 4 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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', written over a printed name.

Edward M. Luria

EML/sem  
Enclosures

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***MEMORANDUM OF SCHEDULE NO. 4 TO LEASE AGREEMENT***

***BETWEEN***

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

***AND***

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

***NOVEMBER 1, 2012***

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Memorandum of Schedule No. 4 effective as of November 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").

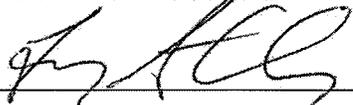
WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, one hundred (100) 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. 4 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. 4, 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

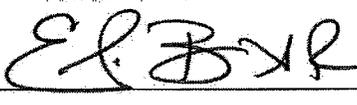
BY: 

NAME: Larry Starkey

TITLE: Senior Vice President

LESSEE:

CARBO CERAMICS INC.

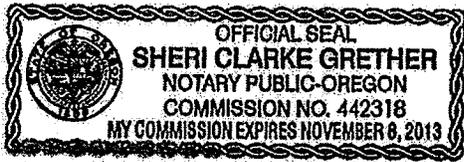
BY: 

NAME: ERNESTO BAUTISTA III

TITLE: CHIEF FINANCIAL OFFICER

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 17<sup>th</sup> day of January, ~~2012~~ <sup>2013</sup>, 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 8, 2013

STATE OF TEXAS )  
 ) ss.  
COUNTY OF HARRIS )

On this \_\_\_\_\_ day of NOVEMBER, 2012, before me personally appeared ERNESTO BARTISTA III, to me personally known, who being by me duly sworn, says that s/he is the CFO 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

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	494815	AOKX	494840	AOKX	495282	AOKX	495890
AOKX	494816	AOKX	494841	AOKX	495302	AOKX	495898
AOKX	494817	AOKX	494842	AOKX	495344	AOKX	495901
AOKX	494818	AOKX	494843	AOKX	495442	AOKX	495910
AOKX	494819	AOKX	494844	AOKX	495459	AOKX	495911
AOKX	494820	AOKX	494845	AOKX	495574	AOKX	495925
AOKX	494821	AOKX	494846	AOKX	495582	AOKX	495948
AOKX	494822	AOKX	494847	AOKX	495588	AOKX	495955
AOKX	494823	AOKX	494848	AOKX	495592	AOKX	495956
AOKX	494824	AOKX	494849	AOKX	495594	AOKX	495958
AOKX	494825	AOKX	494850	AOKX	495611	AOKX	495964
AOKX	494826	AOKX	494851	AOKX	495671	AOKX	495965
AOKX	494827	AOKX	494852	AOKX	495677	AOKX	495971
AOKX	494828	AOKX	494853	AOKX	495689	AOKX	495975
AOKX	494829	AOKX	494854	AOKX	495708	AOKX	495986
AOKX	494830	AOKX	494855	AOKX	495709	AOKX	495992
AOKX	494831	AOKX	494856	AOKX	495714	AOKX	495995
AOKX	494832	AOKX	494857	AOKX	495725	AOKX	495996
AOKX	494833	AOKX	494858	AOKX	495729	AOKX	496008
AOKX	494834	AOKX	494859	AOKX	495757	AOKX	496012
AOKX	494835	AOKX	494860	AOKX	495764	AOKX	496017
AOKX	494836	AOKX	494861	AOKX	495879	AOKX	496018
AOKX	494837	AOKX	494862	AOKX	495882	AOKX	496033
AOKX	494838	AOKX	494863	AOKX	495888	AOKX	496034
AOKX	494839	AOKX	494864	AOKX	495889	AOKX	496054
						<b>Total</b>	<b>100 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: 1/18/13

Edward M Luria  
Edward M. Luria