

RECORDATION NO. 32156 FILED
ALVORD AND ALVORD PLLC April 6, 2016 12:15 PM
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April 6, 2016

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, dated as of September 22, 2015, 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 re:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: Teck Metals Ltd.
P.O. Box 1000
25 Aldridge Avenue Trail
BC V1R 4L8
CANADA

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

22 gondola railcars within the series AOKX 286252 – AOKX 286266 as more particularly set forth on 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.

Section Chief
April 6, 2016
Page 2

Also enclosed is a check in the amount of \$43.00 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 that reads "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M" and "y".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF SCHEDULE NO. 3

TO LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC (“LESSOR”)

AND

TECK METALS LTD. (“LESSEE”)

DATED AS OF September 22, 2015

This is a Memorandum of Schedule No. 3 dated as of September 22, 2015 to a Lease Agreement made and entered into as of November 1, 2009, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Teck Metals, Ltd., a Canadian federal corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-two (22) 52-foot 6-inch gondola railcars designed to 286,000 lbs. GRL, bearing marks and numbers as more specifically set forth in the Rail Equipment List attached hereto as Exhibit A.
2. Schedule No. 3 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 3, as each may be amended from time to time.

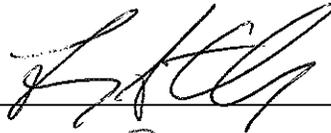
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

LESSOR:

GREENBRIER LEASING COMPANY LLC

By: _____



Title: _____

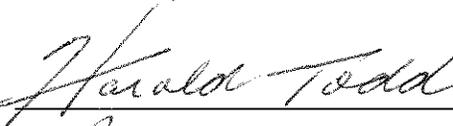
SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LESSEE:

TECK METALS, LTD.

By: _____



Title: _____

PURCHASING MANAGER

EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number
AOKX	286252
AOKX	286254
AOKX	286256
AOKX	286257
AOKX	286262
AOKX	286263
AOKX	286265
AOKX	286269
AOKX	286271
AOKX	286275
AOKX	286279
AOKX	286281
AOKX	286282
AOKX	286285
AOKX	286287
AOKX	286292
AOKX	286294
AOKX	286299
AOKX	286300
AOKX	286301
AOKX	286250
AOKX	286266

22 Cars

Total

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: April 6, 2016



Claire E. Murphy