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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

January 19, 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, dated as of August 1, 2014, 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: Holcim (US) Inc.  
6211 Ann Arbor Road  
Dundee, MI 48131

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

154 covered hopper railcars: GNAX 2800 – GNAX 2953.

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

Memorandum of Schedule No. 3.

Chief, Section of Administration  
January 19, 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 blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

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*MEMORANDUM OF SCHEDULE NO. 3*

*DATED AUGUST 1, 2014*

*TO LEASE AGREEMENT*

*BETWEEN*

*GREENBRIER LEASING COMPANY LLC ("LESSOR")*

*AND*

*HOLCIM (US) INC. ("LESSEE")*

*DATED APRIL 1, 2012*

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Memorandum of Schedule No. 3 dated August 1, 2014 to a Lease Agreement made and entered into as of April 1, 2012 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Holcim (US) 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 fifty-four (154) new 3,250 cubic foot capacity, 286,000 lbs. GRL, covered hopper railcars, bearing GNAX marks, and numbered as indicated in the attached Rail Equipment List.
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:

GREENBRIER LEASING COMPANY LLC

BY: 

NAME: LARRY STANLEY

TITLE: SVP, FINANCE

LESSEE:

HOLCIM (US) INC. 

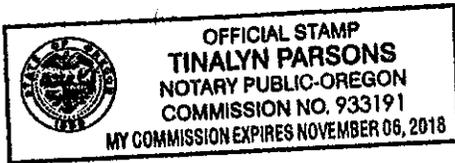
BY: \_\_\_\_\_

NAME: FILIBERTO RUIZ

TITLE: President & CEO

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 15<sup>th</sup> day of January, 2014, before me personally appeared Larry D. Stanley to me personally known, who being by me duly sworn, says that s/he is the SVP, Finance 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.



Tinalyn Parsons  
NOTARY PUBLIC  
My commission expires: Nov. 16, 2018

STATE OF ma )  
 ) ss.  
COUNTY OF Middlesex )

On this 16<sup>th</sup> day of Jan, 2014, before me personally appeared Julianne Lewis, to me personally known, who being by me duly sworn, says that s/he is the CEO of Holcim (US) 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.

Patricia Byrne  
NOTARY PUBLIC  
My commission expires: March 31, 2017



**RAIL EQUIPMENT LIST**

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
GNAX	2800	GNAX	2831	GNAX	2862	GNAX	2893	GNAX	2924
GNAX	2801	GNAX	2832	GNAX	2863	GNAX	2894	GNAX	2925
GNAX	2802	GNAX	2833	GNAX	2864	GNAX	2895	GNAX	2926
GNAX	2803	GNAX	2834	GNAX	2865	GNAX	2896	GNAX	2927
GNAX	2804	GNAX	2835	GNAX	2866	GNAX	2897	GNAX	2928
GNAX	2805	GNAX	2836	GNAX	2867	GNAX	2898	GNAX	2929
GNAX	2806	GNAX	2837	GNAX	2868	GNAX	2899	GNAX	2930
GNAX	2807	GNAX	2838	GNAX	2869	GNAX	2900	GNAX	2931
GNAX	2808	GNAX	2839	GNAX	2870	GNAX	2901	GNAX	2932
GNAX	2809	GNAX	2840	GNAX	2871	GNAX	2902	GNAX	2933
GNAX	2810	GNAX	2841	GNAX	2872	GNAX	2903	GNAX	2934
GNAX	2811	GNAX	2842	GNAX	2873	GNAX	2904	GNAX	2935
GNAX	2812	GNAX	2843	GNAX	2874	GNAX	2905	GNAX	2936
GNAX	2813	GNAX	2844	GNAX	2875	GNAX	2906	GNAX	2937
GNAX	2814	GNAX	2845	GNAX	2876	GNAX	2907	GNAX	2938
GNAX	2815	GNAX	2846	GNAX	2877	GNAX	2908	GNAX	2939
GNAX	2816	GNAX	2847	GNAX	2878	GNAX	2909	GNAX	2940
GNAX	2817	GNAX	2848	GNAX	2879	GNAX	2910	GNAX	2941
GNAX	2818	GNAX	2849	GNAX	2880	GNAX	2911	GNAX	2942
GNAX	2819	GNAX	2850	GNAX	2881	GNAX	2912	GNAX	2943
GNAX	2820	GNAX	2851	GNAX	2882	GNAX	2913	GNAX	2944
GNAX	2821	GNAX	2852	GNAX	2883	GNAX	2914	GNAX	2945
GNAX	2822	GNAX	2853	GNAX	2884	GNAX	2915	GNAX	2946
GNAX	2823	GNAX	2854	GNAX	2885	GNAX	2916	GNAX	2947
GNAX	2824	GNAX	2855	GNAX	2886	GNAX	2917	GNAX	2948
GNAX	2825	GNAX	2856	GNAX	2887	GNAX	2918	GNAX	2949
GNAX	2826	GNAX	2857	GNAX	2888	GNAX	2919	GNAX	2950
GNAX	2827	GNAX	2858	GNAX	2889	GNAX	2920	GNAX	2951
GNAX	2828	GNAX	2859	GNAX	2890	GNAX	2921	GNAX	2952
GNAX	2829	GNAX	2860	GNAX	2891	GNAX	2922	GNAX	2953
GNAX	2830	GNAX	2861	GNAX	2892	GNAX	2923	Total Cars: 154	

**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: January 19, 2016

*Edward M. Luria*

Edward M. Luria