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

August 9, 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 an Amendment No. 1 to Memorandum of Lease Schedule No. 3, effective as of July 18, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Schedule No. 3 and amends the previously filed with the Board under Recordation Number 32246.

The names and addresses of the parties to the enclosed document are:

Lessor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Lessee:	Strategic Materials, Inc. 16365 ParkTen Place, Suite 200 Houston, TX 77084

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

20 covered hopper railcars: BNBX 120750 – BNBX 120769 inclusive.

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

Amendment No. 1 to Memorandum of Lease Schedule No. 3.

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

AMENDMENT NO. 1 TO MEMORANDUM OF LEASE SCHEDULE NO. 3

This Amendment No. 1 to Memorandum of Lease Schedule No. 3 is effective as of July 18, 2016 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Strategic Materials, Inc., a Delaware corporation ("Lessee"), and amends that certain Memorandum of Lease Agreement for Schedule No. 3 dated effective March 8, 2016 and filed with the Surface Transportation Board under recordation number 32246.

WITNESSETH:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

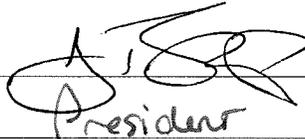
1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, twenty (20) used 3,281 cubic foot capacity covered hopper railcars, 286,000 lbs. GRL, bearing marks and numbers as set forth in the attached Rail Equipment List.

2. All other terms and conditions of the Memorandum of Lease Schedule No. 3 not specifically amended herein will remain in full force and effect.

IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed as of the date first above written.

GREENBRIER LEASING COMPANY LLC

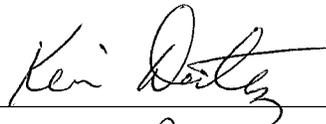
By: _____



Title: _____

STRATEGIC MATERIALS, INC.

By: _____



Title: _____

VICE PRESIDENT

RAIL EQUIPMENT LIST

Mark	Number
BNBX	120750
BNBX	120751
BNBX	120752
BNBX	120753
BNBX	120754
BNBX	120755
BNBX	120756
BNBX	120757
BNBX	120758
BNBX	120759
BNBX	120760
BNBX	120761
BNBX	120762
BNBX	120763
BNBX	120764
BNBX	120765
BNBX	120766
BNBX	120767
BNBX	120768
BNBX	120769
Total	20 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: August 9, 2016

Edward M Luria

Edward M. Luria