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ELIAS C. ALVORD (1942)  
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September 16, 2014

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 Lease Schedule No. 2, dated as of July 15, 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 documents are:

Lessor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Lessee:	Chevron Canada Limited Burnaby Refinery 355 N. Willingdon Avenue Burnaby, BC V5C 1X4

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

100 tank railcars: GBRX 701260 – GBRX 701359.

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

Memorandum of Lease Schedule No. 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, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

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***MEMORANDUM OF SCHEDULE NO. 2***

***DATED AS OF JULY 15, 2014***

***TO LEASE AGREEMENT DATED MARCH 1, 2012***

***BETWEEN***

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

***AND***

***CHEVRON CANADA LIMITED ("LESSEE")***

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This is a Memorandum of Schedule No. 2 dated as of July 15, 2014 to a Lease Agreement made and entered into as of March 1, 2012, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Chevron Canada Limited, a Canadian corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) new 29,000 gallon coiled, insulated, DOT 111A100W1 tank railcars, 286,000 lbs. GRL, bearing marks and numbers as follows: GBRX 701260 through GBRX 701359, inclusive.
2. Schedule No. 2 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. 2, as each may be amended from time to time.

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 on the date indicated below.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

CHEVRON CANADA LIMITED

BY: 

BY: 

NAME: Larry Stanley

NAME: S. PARKER

TITLE: Senior Vice President

TITLE: GM BURNABY REFINERY

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: 9/16/14

Edward M Luria  
Edward M. Luria