

GREENBRIER
LEASING COMPANY LLC

RECORDATION NO. 29692 **PREP**

MAR 22 '11 - 10 30 AM

SURFACE TRANSPORTATION BOARD

Greenbrier Leasing Company LLC
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

March 17, 2011

VIA FEDERAL EXPRESS

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 are an original and four (4) photocopies of a Memorandum of Lease Agreement dated November 1, 2009 for Schedule No. 1 dated November 1, 2009, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

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: Teck Metals Ltd.
PO Box 1000
25 Aldridge Avenue
Trail, B.C. V1R 4L8
CANADA

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

Forty (40) used 52-foot, 100-ton gondola railcars designed to 286,000 lbs. GRL, bearing marks and numbers in the AOKX 43001 through AOKX 43090 series as more particularly set forth in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
March 17, 2011
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated November 1, 2009 for Schedule
No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is written in a cursive style with a large initial "S".

Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

MAR 22 '11 -10 30 AM

SURFACE RECONSTRUCTION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

TECK METALS LTD. ("LESSEE")

NOVEMBER 1, 2009

SCHEDULE NO. 1

NOVEMBER 1, 2009

Memorandum of Schedule No. 1 dated as of November 1, 2009 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 forty (40) 52-foot, 100-ton gondola railcars bearing marks and numbers as set forth in the Rail Equipment List attached hereto as Exhibit A.
2. Schedule No. 1 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. 1, 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:

LESSEE:

GREENBRIER LEASING COMPANY LLC

TECK METALS LTD.

BY:



BY:



NAME:

J. T. Shoop

NAME:

HAROLD TODD

TITLE:

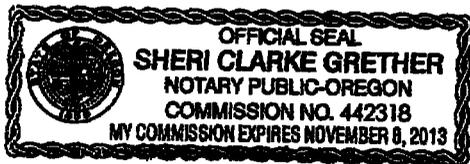
President

TITLE:

PURCHASING MANAGER

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 15th day of March, ~~2010~~ ²⁰¹¹, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the 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

PROVINCE
STATE OF BRITISH COLUMBIA)
) ss.
COUNTY OF _____)

On this 23rd day of February, 2010, before me personally appeared Harold Todd, ~~Purchasing Manager~~, to me personally known, who being by me duly sworn, says that s/he is the Purchasing Manager of Teck Metals Ltd. 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.

Harold Todd
NOTARY PUBLIC
My commission expires: At the Pleasure
of Her Majesty the Queen

Leon J. Pigott
Barrister and Solicitor
1-500 Baker Street
Nelson, BC
V1L 4A9

EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
AOKX	43005	AOKX	43030
AOKX	43006	AOKX	43035
AOKX	43010	AOKX	43036
AOKX	43011	AOKX	43037
AOKX	43012	AOKX	43046
AOKX	43013	AOKX	43048
AOKX	43014	AOKX	43050
AOKX	43015	AOKX	43051
AOKX	43016	AOKX	43058
AOKX	43018	AOKX	43060
AOKX	43020	AOKX	43061
AOKX	43021	AOKX	43062
AOKX	43022	AOKX	43072
AOKX	43023	AOKX	43074
AOKX	43024	AOKX	43076
AOKX	43025	AOKX	43079
AOKX	43026	AOKX	43080
AOKX	43027	AOKX	43082
AOKX	43028	AOKX	43086
AOKX	43029	AOKX	43090