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September 20, 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 Lease Schedule No. 2, dated as of June 9, 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:	Cloud Peak Energy Logistics LLC c/o Cloud Peak Energy Resources LLC 385 Interlocken Crescent, Suite 400 Broomfield, CO 80021

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

15 hopper railcars:

GBRX 94004
GBRX 94011
GBRX 94022
GBRX 94036
GBRX 94042
GBRX 94046
GBRX 94047

Section Chief
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GBRX 94057
GBRX 94062
GBRX 94065
GBRX 94073
GBRX 94075
GBRX 94077

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 \$45.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 2

This is a Memorandum of Schedule No. 2 dated as of June 9, 2015 to a Lease Agreement made and entered into as of January 24, 2012 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and Cloud Peak Energy Logistics LLC, a Oregon limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifteen (15) used 3,600 c.f. rotary steel open top quad hopper railcars, bearing reporting marks and as indicated in the attached Rail Equipment List.
2. Schedule No. 2 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. 2, as each may be amended from time to time.

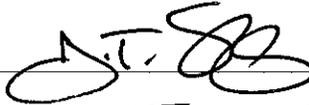
IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free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

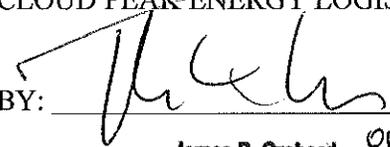
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

CLOUD PEAK ENERGY LOGISTICS LLC

BY: 

BY: 

NAME: JT SHARP

NAME: James P. Orchard on behalf of
Sr. Vice President, Marketing and
Government Affairs

TITLE: 6/11/15

TITLE: 

**EXHIBIT A
RAIL EQUIPMENT LIST**

Mark	Number
GBRX	94002
GBRX	94003
GBRX	94004
GBRX	94011
GBRX	94022
GBRX	94036
GBRX	94042
GBRX	94046
GBRX	94047
GBRX	94057
GBRX	94062
GBRX	94065
GBRX	94073
GBRX	94075
GBRX	94077
15 Cars Total	

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: September 20, 2016

Edward M. Luria

Edward M. Luria