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

July 1, 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. 3, 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, 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:

19 covered hopper railcars within the series BNBX 120750 – BNBX 120769 as more particularly set forth on the attachment to the document.

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

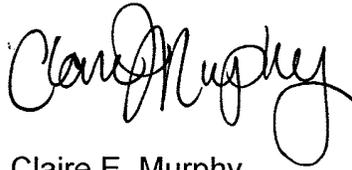
Memorandum of Lease Schedule No. 3.

Section Chief
July 1, 2016
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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 "Claire E. Murphy". The signature is written in a cursive, flowing style with a large loop at the end of the last name.

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 3

This is a Memorandum of Schedule No. 3 dated effective March 8, 2016 to a Lease Agreement dated as of March 23, 2005, as amended on June 3, 2016, effective December 22, 2015 (as amended, the "Lease Agreement"), is by and between Greenbrier Leasing Company LLC (formerly known as Greenbrier Leasing Corporation), an Oregon limited liability company ("Lessor") and Strategic Materials, Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor nineteen (19) used 3,281 cubic foot capacity covered hopper railcars, bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 3 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. 3, 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 effective on the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

STRATEGIC MATERIALS, INC.

BY: 

BY: 

NAME: J.T. Sharp

NAME: KEVIN DARTER

TITLE: President

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	120764
BNBX	120765
BNBX	120766
BNBX	120767
BNBX	120768
BNBX	120769
Total	19 Cars

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: July 1, 2016



Claire E. Murphy