

RECORDATION NO 30842 FILED
July 17, 2013 02:55 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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July 17, 2013

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 Schedule No. 2 to Lease Agreement, dated as of February 1, 2013, 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: Teck Metals Ltd.
11 King Street West # 1700
Toronto, ON M5H 4C7

Section Chief
July 17, 2013
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A description of the railroad equipment covered by the enclosed document is:

70 railcars: AOKX 43091 – AOKX 43160, inclusive.

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

Memorandum of Schedule No. 2 to Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF SCHEDULE NO. 2
TO LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING COMPANY LLC ("LESSOR")
AND
TECK METALS LTD. ("LESSEE")
EFFECTIVE: FEBRUARY 1, 2013

This is a Memorandum of Schedule No. 2 dated as of February 1, 2013 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 seventy (70) newly built 52-foot 6-inch gondola railcars designed to 286,000 lbs. GRL, bearing marks and numbers as more specifically set forth in the Rail Equipment List attached hereto as Exhibit A
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, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: _____

NAME: _____

TITLE: _____

LESSEE:

TECK METALS, LTD.

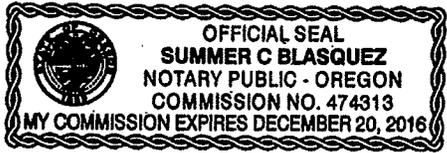
BY: _____

NAME: _____

TITLE: _____

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 17th day of JULY, 2013, 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.



Summer C Blasquez
NOTARY PUBLIC
My commission expires: 12/20/2016

PROVINCE OF BRITISH COLUMBIA)
) ss.
CITY OF TRAIL)

On this 5TH day of July, 2013, before me personally appeared Harold Todd Purchasing Manager, to me personally known, who being by me duly sworn, says that s/he is the _____ 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.

Sarah K MacPherson
NOTARY PUBLIC
My commission expires: _____

Sarah K. MacPherson
Barrister & Solicitor
Notary Public in and for the Province of
British Columbia
Teck Resources Ltd.
PO Box 1000
25 Aldridge Avenue
Trail, BC V1R 4L8
Phone: 250.364.4238

EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
AOKX	43091	AOKX	43121
AOKX	43092	AOKX	43122
AOKX	43093	AOKX	43123
AOKX	43094	AOKX	43124
AOKX	43095	AOKX	43125
AOKX	43096	AOKX	43126
AOKX	43097	AOKX	43127
AOKX	43098	AOKX	43128
AOKX	43099	AOKX	43129
AOKX	43100	AOKX	43130
AOKX	43101	AOKX	43131
AOKX	43102	AOKX	43132
AOKX	43103	AOKX	43133
AOKX	43104	AOKX	43134
AOKX	43105	AOKX	43135
AOKX	43106	AOKX	43136
AOKX	43107	AOKX	43137
AOKX	43108	AOKX	43138
AOKX	43109	AOKX	43139
AOKX	43110	AOKX	43140
AOKX	43111	AOKX	43141
AOKX	43112	AOKX	43142
AOKX	43113	AOKX	43143
AOKX	43114	AOKX	43144
AOKX	43115	AOKX	43145
AOKX	43116	AOKX	43146
AOKX	43117	AOKX	43147
AOKX	43118	AOKX	43148
AOKX	43119	AOKX	43149
AOKX	43120	AOKX	43150
		AOKX	43151
		AOKX	43152
		AOKX	43153
		AOKX	43154
		AOKX	43155
		AOKX	43156
		AOKX	43157
		AOKX	43158
		AOKX	43159
		AOKX	43160

70 RAILCARS 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: 7/17/13

Edward M Luria
Edward M. Luria