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

August 26, 2015

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 an Amendment No. 1 to Memorandum of Full Service Railcar Lease, dated as of October 1, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Full Service Railcar Lease previously filed with the Board under Recordation Number 30538.

The names and addresses of the parties to the enclosed document are:

Lessor:	WL Ross-Greenbrier Rail I LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Lessee:	Sandy Creek Energy Associates, L.P. Lower Colorado River Authority Brazos Sandy Creek Electric Cooperative, Inc. c/o Sandy Creek Energy Station 2161 Rattlesnake Road Riesel, TX 76682

Section Chief
August 26, 2015
Page 2

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

141 gondola railcars within the following series: BNBX 1017 – BNBX 1415, BNBX 40115 – BNBX 40589, and BNBX 503487 – BNBX 503539 as more particularly set forth on the attachment to the document.

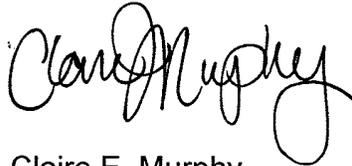
A short summary of the document to appear in the index is:

Amendment No. 1 to Memorandum of Full Service Railcar Lease.

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.

Claire E. Murphy

CEM
Enclosures

**AMENDMENT NO. 1 TO
MEMORANDUM OF FULL SERVICE RAILCAR LEASE**

THIS AMENDMENT NO. 1 TO MEMORANDUM OF FULL SERVICE RAILCAR LEASE (this "Amendment") is entered into effective as of October 1, 2015, by and among WL ROSS-GREENBRIER RAIL I LLC, a Delaware limited liability company (the "Lessor") and SANDY CREEK ENERGY ASSOCIATES, L.P., a Delaware limited partnership ("SCEA"), LOWER COLORADO RIVER AUTHORITY, a Texas conservation and reclamation district operating with no taxing authority ("LCRA"), and BRAZOS SANDY CREEK ELECTRIC COOPERATIVE, INC., a Texas electric cooperative corporation ("BSCEC") (the "Lessees" and together with the Lessor, the "Parties"), and modifies that certain Memorandum of Full Service Railcar Lease dated as of August 17, 2012, effective as of May 1, 2012, filed with the Surface Transportation Board on December 6, 2012, under Recordation No. 30538 (the "Memorandum").

1. The Parties filed the Memorandum to provide a public record of that certain Master Full Service Railcar Lease dated as of June 1, 2011 (the "Lease Agreement") and that certain Schedule No. 2 thereto dated as of August 17, 2012, effective as of May 1, 2012 (the "Schedule").

2. The Parties subsequently amended the Schedule pursuant to Amendment No. 1 entered into on June 10, 2015, effective as of October 31, 2014, and Amendment No. 2 dated as of June 15, 2015, with the result that the Lease Agreement and the Schedule, as so amended, now cover the railcars listed on Exhibit A hereto (the "Cars");

3. The Parties now file this Amendment to show for the public record the existence of the Lease Agreement and the Schedule, as amended, and the respective interests of the Parties in the Cars.

4. Exhibit A to the Memorandum is hereby replaced with the Exhibit A attached to this Amendment, effective as of October 1, 2015.

This Amendment may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

WL ROSS-GREENBRIER RAIL I LLC

By: WD
Title: Vice President

Each of the signatories below certifies that he or she holds the title set forth below and that this instrument was signed on behalf of the applicable Co-Lessees by authority of its governing body, and acknowledges that the execution of the foregoing instrument was the free act and deed of the applicable Co-Lessee. Each of the signatories below further declares under penalty of perjury that the foregoing is true and correct.

CO-LESSEES:

SANDY CREEK ENERGY ASSOCIATES, L.P.

By: [Signature]
Name: George S. Schmitt
Title: VP

LOWER COLORADO RIVER AUTHORITY

By: _____
Name: _____
Title: _____

BRAZOS SANDY CREEK ELECTRIC COOPERATIVE, INC.

By: _____
Name: _____
Title: _____

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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

WL ROSS-GREENBRIER RAIL I LLC

By: _____

Title: _____

Each of the signatories below certifies that he or she holds the title set forth below and that this instrument was signed on behalf of the applicable Co-Lessees by authority of its governing body, and acknowledges that the execution of the foregoing instrument was the free act and deed of the applicable Co-Lessee. Each of the signatories below further declares under penalty of perjury that the foregoing is true and correct.

CO-LESSEES:

SANDY CREEK ENERGY ASSOCIATES, L.P.

By: _____

Name: _____

Title: _____

LOWER COLORADO RIVER AUTHORITY

By: Steph Kell

Name: Stephen Kellicker

Title: Mgr. Financial Planning



BRAZOS SANDY CREEK ELECTRIC COOPERATIVE, INC.

By: _____

Name: _____

Title: _____

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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

WL ROSS-GREENBRIER RAIL I LLC

By: _____

Title: _____

Each of the signatories below certifies that he or she holds the title set forth below and that this instrument was signed on behalf of the applicable Co-Lessees by authority of its governing body, and acknowledges that the execution of the foregoing instrument was the free act and deed of the applicable Co-Lessee. Each of the signatories below further declares under penalty of perjury that the foregoing is true and correct.

CO-LESSEES:

SANDY CREEK ENERGY ASSOCIATES, L.P.

By: _____

Name: _____

Title: _____

LOWER COLORADO RIVER AUTHORITY

By: _____

Name: _____

Title: _____

BRAZOS SANDY CREEK ELECTRIC COOPERATIVE, INC.

By: Clifton Karnei PRS/juc

Name: Clifton Karnei

Title: Executive VP; GM

EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
One hundred forty-one (141)	4,480 to 4,520 cubic foot capacity, 286,000 lbs. GRL, aluminum body, rotary dump coal gondola railcars	As per attached addendum

Addendum to Exhibit A

Mark	Number	Mark	Number	Mark	Number	Mark	Number
BNBX	1017	BNBX	40181	BNBX	40338	BNBX	40472
BNBX	1030	BNBX	40182	BNBX	40339	BNBX	40483
BNBX	1041	BNBX	40183	BNBX	40341	BNBX	40484
BNBX	1048	BNBX	40187	BNBX	40348	BNBX	40490
BNBX	1057	BNBX	40188	BNBX	40352	BNBX	40491
BNBX	1067	BNBX	40190	BNBX	40353	BNBX	40502
BNBX	1072	BNBX	40191	BNBX	40355	BNBX	40509
BNBX	1094	BNBX	40192	BNBX	40357	BNBX	40510
BNBX	1095	BNBX	40193	BNBX	40361	BNBX	40511
BNBX	1118	BNBX	40201	BNBX	40366	BNBX	40513
BNBX	1190	BNBX	40205	BNBX	40368	BNBX	40514
BNBX	1216	BNBX	40208	BNBX	40369	BNBX	40515
BNBX	1220	BNBX	40219	BNBX	40381	BNBX	40519
BNBX	1259	BNBX	40223	BNBX	40386	BNBX	40525
BNBX	1282	BNBX	40224	BNBX	40388	BNBX	40528
BNBX	1290	BNBX	40234	BNBX	40393	BNBX	40533
BNBX	1303	BNBX	40239	BNBX	40395	BNBX	40534
BNBX	1334	BNBX	40245	BNBX	40397	BNBX	40541
BNBX	1338	BNBX	40246	BNBX	40402	BNBX	40548
BNBX	1357	BNBX	40255	BNBX	40405	BNBX	40549
BNBX	1409	BNBX	40259	BNBX	40407	BNBX	40550
BNBX	1415	BNBX	40260	BNBX	40415	BNBX	40553
BNBX	40115	BNBX	40262	BNBX	40418	BNBX	40559
BNBX	40122	BNBX	40268	BNBX	40421	BNBX	40564
BNBX	40126	BNBX	40273	BNBX	40428	BNBX	40565
BNBX	40127	BNBX	40276	BNBX	40440	BNBX	40568
BNBX	40146	BNBX	40295	BNBX	40445	BNBX	40576
BNBX	40147	BNBX	40306	BNBX	40446	BNBX	40579
BNBX	40149	BNBX	40307	BNBX	40449	BNBX	40588
BNBX	40150	BNBX	40311	BNBX	40454	BNBX	40589
BNBX	40153	BNBX	40317	BNBX	40460	BNBX	503487
BNBX	40156	BNBX	40321	BNBX	40466	BNBX	503497
BNBX	40157	BNBX	40323	BNBX	40467	BNBX	503500
BNBX	40164	BNBX	40324	BNBX	40468	BNBX	503508
BNBX	40165	BNBX	40331	BNBX	40471	BNBX	503511
						BNBX	503539
						Total	141 Cars

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in 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: August 26, 2015



Claire E. Murphy