

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

April 1, 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 a Memorandum of Lease Schedule No. 1, dated as of June 15, 2014, 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:	WL Ross-Greenbrier Rail I LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Lessee:	City of San Antonio c/o City Public Service Board P.O. Box 1771 San Antonio, TX 78296

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

196 gondola railcars within the series BNBX 1001 – BNBX 1450, BNBX 120111 – BNBX 120374 and BNBX 503492 – BNBX 503550 as more particularly set forth on the attachment to the document.

Section Chief
April 1, 2015
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A short summary of the document to appear in the index is:

Memorandum of Lease Schedule No. 1.

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,



for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 1

This is a Memorandum of Schedule No. 1 dated as of June 15, 2014 to a Lease Agreement made and entered into as of June 15, 2014 by and between WL Ross-Greenbrier Rail I LLC, a Delaware limited liability company, ("Lessor") and the City of San Antonio, acting by and through its City Public Service Board, a Texas municipal electric and gas utility ("CPS Energy") ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred ninety-six (196) 4,520 cubic foot capacity coal gondola railcars bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 1 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. 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.

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: Vice President

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

THE CITY OF SAN ANTONIO, ACTING BY AND THROUGH ITS
CITY PUBLIC SERVICE BOARD

By: _____

Title: Vice President

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number
BNBX	1001	BNBX	1165	BNBX	1287
BNBX	1002	BNBX	1175	BNBX	1296
BNBX	1010	BNBX	1178	BNBX	1298
BNBX	1014	BNBX	1182	BNBX	1308
BNBX	1019	BNBX	1185	BNBX	1309
BNBX	1028	BNBX	1186	BNBX	1316
BNBX	1029	BNBX	1188	BNBX	1318
BNBX	1033	BNBX	1192	BNBX	1319
BNBX	1035	BNBX	1193	BNBX	1320
BNBX	1038	BNBX	1196	BNBX	1323
BNBX	1047	BNBX	1199	BNBX	1329
BNBX	1049	BNBX	1203	BNBX	1337
BNBX	1050	BNBX	1214	BNBX	1341
BNBX	1051	BNBX	1215	BNBX	1345
BNBX	1073	BNBX	1221	BNBX	1347
BNBX	1076	BNBX	1225	BNBX	1349
BNBX	1080	BNBX	1226	BNBX	1351
BNBX	1081	BNBX	1228	BNBX	1363
BNBX	1096	BNBX	1229	BNBX	1370
BNBX	1098	BNBX	1234	BNBX	1372
BNBX	1101	BNBX	1237	BNBX	1375
BNBX	1111	BNBX	1240	BNBX	1376
BNBX	1115	BNBX	1246	BNBX	1377
BNBX	1117	BNBX	1247	BNBX	1382
BNBX	1124	BNBX	1249	BNBX	1386
BNBX	1127	BNBX	1253	BNBX	1392
BNBX	1133	BNBX	1254	BNBX	1395
BNBX	1135	BNBX	1255	BNBX	1399
BNBX	1137	BNBX	1256	BNBX	1412
BNBX	1140	BNBX	1260	BNBX	1413
BNBX	1143	BNBX	1263	BNBX	1414
BNBX	1144	BNBX	1266	BNBX	1420
BNBX	1146	BNBX	1271	BNBX	1425
BNBX	1150	BNBX	1279	BNBX	1435
BNBX	1154	BNBX	1284	BNBX	1438

Mark	Number	Mark	Number	Mark	Number
BNBX	1444	BNBX	120223	BNBX	120356
BNBX	1450	BNBX	120225	BNBX	120360
BNBX	120111	BNBX	120235	BNBX	120368
BNBX	120113	BNBX	120241	BNBX	120369
BNBX	120115	BNBX	120246	BNBX	120372
BNBX	120117	BNBX	120249	BNBX	120374
BNBX	120118	BNBX	120250	BNBX	503492
BNBX	120121	BNBX	120251	BNBX	503495
BNBX	120126	BNBX	120252	BNBX	503496
BNBX	120128	BNBX	120253	BNBX	503502
BNBX	120131	BNBX	120254	BNBX	503509
BNBX	120141	BNBX	120256	BNBX	503510
BNBX	120146	BNBX	120257	BNBX	503512
BNBX	120148	BNBX	120258	BNBX	503521
BNBX	120150	BNBX	120264	BNBX	503522
BNBX	120154	BNBX	120265	BNBX	503531
BNBX	120155	BNBX	120268	BNBX	503535
BNBX	120156	BNBX	120281	BNBX	503537
BNBX	120163	BNBX	120282	BNBX	503538
BNBX	120165	BNBX	120297	BNBX	503546
BNBX	120166	BNBX	120304	BNBX	503550
BNBX	120169	BNBX	120307		
BNBX	120173	BNBX	120310	Total	196 Cars
BNBX	120179	BNBX	120318		
BNBX	120183	BNBX	120319		
BNBX	120185	BNBX	120322		
BNBX	120186	BNBX	120323		
BNBX	120200	BNBX	120324		
BNBX	120203	BNBX	120325		
BNBX	120204	BNBX	120331		
BNBX	120209	BNBX	120341		
BNBX	120218	BNBX	120344		
BNBX	120220	BNBX	120345		
BNBX	120221	BNBX	120347		
BNBX	120222	BNBX	120349		

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: April 1, 2015

Edward M. Luria

Edward M. Luria