

**THE  
GREENBRIER  
COMPANIES**

RECORDATION NO. 30995 FILED

DEC 05 '13 -1 27 PM

SURFACE TRANSPORTATION BOARD

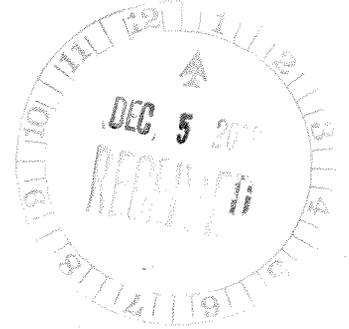
The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

December 3, 2013

VIA FEDERAL EXPRESS

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 are three (3) originals and two (2) photocopies of a Memorandum of Schedule No. 7 dated as of November 8, 2013, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$44 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Lessor: WL Ross-Greenbrier Rail I LLC  
c/o Greenbrier Management Services, LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: BNSF Railway Company  
2650 Lou Menk Drive  
Fort Worth, TX 76131

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

One hundred twenty-five (125) 47-foot coal gondola railcars bearing BNBX marks, and numbered as more particularly described in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 7.

Section Chief  
Surface Transportation Board  
December 3, 2013  
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If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheri Grether".

Sheri Clarke Grether  
Senior Paralegal

SCG:ms  
Enclosures

cc: Edward M. Luria, Esq.

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## MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of November 8, 2013, to that certain Master Full Service Railcar Lease and Schedule No. 7 thereto dated as of November 8, 2013, is between WL ROSS-GREENBRIER RAIL I LLC, a Delaware limited liability company (the "Lessor") and BNSF RAILWAY COMPANY, a Delaware corporation (the "Lessee" and together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of March 16, 2011 and effective as of June 1, 2010, and that certain Schedule No. 7 thereto dated as of November 8, 2013 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

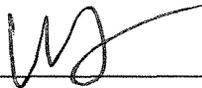
This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[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.

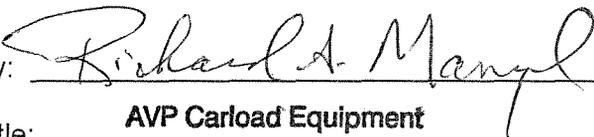
*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing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

WL ROSS-GREENBRIER RAIL I LLC

By:   
Title: Vice President

*I certify that I hold the title set forth below, that I am signing on behalf of the Lessee by all necessary corporate or company authority and that the execution of this Memorandum is the free act and deed of the Lessee. I declare under penalty of perjury that the foregoing is true and correct.*

BNSF RAILWAY COMPANY

By:   
Title: AVP Carload Equipment

**EXHIBIT A**

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
One hundred twenty-five (125)	47-foot, 286,000 lbs. GRL coal gondola railcars with varied cubic foot capacity	As per Addendum A.1 attached hereto

### Addendum A.1 to Exhibit A

Mark	Number	Mark	Number	Mark	Number	Mark	Number
BNBX	1006	BNBX	1151	BNBX	1292	BNBX	40365
BNBX	1013	BNBX	1161	BNBX	1294	BNBX	40376
BNBX	1018	BNBX	1163	BNBX	1295	BNBX	40501
BNBX	1021	BNBX	1167	BNBX	1297	BNBX	40518
BNBX	1024	BNBX	1168	BNBX	1299	BNBX	40535
BNBX	1040	BNBX	1171	BNBX	1300	BNBX	40542
BNBX	1043	BNBX	1172	BNBX	1307	BNBX	120144
BNBX	1044	BNBX	1173	BNBX	1310	BNBX	120147
BNBX	1054	BNBX	1177	BNBX	1312	BNBX	120158
BNBX	1056	BNBX	1187	BNBX	1322	BNBX	120161
BNBX	1063	BNBX	1191	BNBX	1331	BNBX	120162
BNBX	1068	BNBX	1195	BNBX	1339	BNBX	120164
BNBX	1074	BNBX	1198	BNBX	1361	BNBX	120175
BNBX	1075	BNBX	1200	BNBX	1364	BNBX	120181
BNBX	1079	BNBX	1202	BNBX	1367	BNBX	120189
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BNBX	1084	BNBX	1210	BNBX	1374	BNBX	120226
BNBX	1085	BNBX	1217	BNBX	1384	BNBX	120228
BNBX	1088	BNBX	1224	BNBX	1390	BNBX	120237
BNBX	1090	BNBX	1231	BNBX	1394	BNBX	120291
BNBX	1099	BNBX	1233	BNBX	1396	BNBX	120296
BNBX	1100	BNBX	1235	BNBX	1398	BNBX	120305
BNBX	1105	BNBX	1242	BNBX	1400	BNBX	120316
BNBX	1106	BNBX	1244	BNBX	1411	BNBX	120320
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BNBX	1116	BNBX	1252	BNBX	1441	BNBX	120340
BNBX	1119	BNBX	1262	BNBX	1449	BNBX	120346
BNBX	1120	BNBX	1264	BNBX	40138	BNBX	120362
BNBX	1125	BNBX	1265	BNBX	40254	BNBX	120363
BNBX	1132	BNBX	1276	BNBX	40261		
BNBX	1136	BNBX	1278	BNBX	40332	<b>Total</b>	<b>125 Cars</b>
BNBX	1147	BNBX	1285	BNBX	40360		