



Greenbrier Leasing Company, LLC

One Centerpointe Drive Suite 400  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 968 4383

September 16, 2014

RECORDATION NO. 30996-7

SEP 23 '14 -11 51 AM

SURFACE TRANSPORTATION BOARD

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 two (2) originals and three (3) photocopies of an Amendment to Memorandum of Full Service Railcar Lease dated August 12, 2014, amending the Memorandum of Full Service Railcar Lease dated November 8, 2013, to Lease Schedule No. 8 dated November 8, 2013, to Master Full Service Railcar Lease Agreement dated November 8, 2013, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. The original filing number is 30996. Payment for the required recordation fee of \$43.00 USD is also enclosed.

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 400  
Lake Oswego, Oregon 97035

Lessee: BNSF Railway Company  
2500 Lou Menk Dr  
Fort Worth, TX 76131

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

One hundred eighty-four (184) 3,985 c.f. capacity aluminum coal hopper railcars marked and numbered GBRX 20201 to GBRX 26180 (n.i.)

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

Section Chief  
Surface Transportation Board  
September 16, 2014  
Page 2

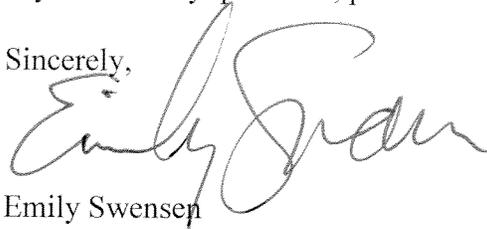
---

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

Amendment to Memorandum of Railcar Lease Schedule No. 8.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Emily Swensen". The signature is fluid and cursive, with a large initial "E" and "S".

Emily Swensen  
Paralegal  
(503) 670-3113

ERS:ms  
Enclosures

cc: Edward M. Luria, Esq.

AMENDMENT TO MEMORANDUM OF FULL SERVICE RAILCAR LEASE

This Amendment to Memorandum of Full Service Railcar Lease (this "Amendment") is dated as of August 12, 2014, and amends the Memorandum of Full Service Railcar Lease, dated as of November 8, 2013 (the "Lease Memorandum"), which memorializes for the public record the Master Full Service Railcar Lease, dated as of November 8, 2013, and the Lease Schedule No. 8 ("Schedule No. 8"), dated as of November 8, 2013, thereto, all of which are by and between WL ROSS-GREENBRIER RAIL I LLC, a Delaware limited liability company (the "Lessor"), and BNSF RAILWAY COMPANY, a Delaware corporation (the "Lessee").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of one hundred eighty (180) 3,985 c.f. capacity aluminum coal hopper railcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to the Amendment No. 1 to Lease Schedule No. 8, dated as of July 19, 2014, which, among other things, adds four (4) additional railcars to Schedule No. 8.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Lessor and Lessee agree as follows:

Exhibit A of the Lease Memorandum is hereby deleted in its entirety and is replaced with the attached Revised Exhibit A.

All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

(SIGNATURE PAGE FOLLOWS)

~~CONFIDENTIAL~~ 30996-A

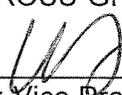
SEP 23 14 -11 51 AM

~~CONFIDENTIAL~~

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective representatives as of the date and year first above written.

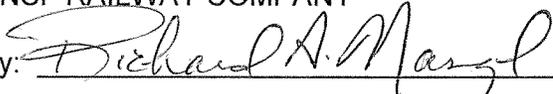
*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing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

WL ROSS-GREENBRIER RAIL TLLC

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 authority and that the execution of this Amendment to Memorandum of Full Service Railcar Lease 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

## REVISED EXHIBIT A

### RAIL EQUIPMENT LIST

| Mark | Number | Mark | Number | Mark | Number | Mark | Number | Mark         | Number          |
|------|--------|------|--------|------|--------|------|--------|--------------|-----------------|
| GBRX | 20201  | GBRX | 20238  | GBRX | 20275  | GBRX | 20313  | GBRX         | 20350           |
| GBRX | 20202  | GBRX | 20239  | GBRX | 20276  | GBRX | 20314  | GBRX         | 20351           |
| GBRX | 20203  | GBRX | 20240  | GBRX | 20277  | GBRX | 20315  | GBRX         | 20352           |
| GBRX | 20204  | GBRX | 20241  | GBRX | 20278  | GBRX | 20316  | GBRX         | 20353           |
| GBRX | 20205  | GBRX | 20242  | GBRX | 20279  | GBRX | 20317  | GBRX         | 20354           |
| GBRX | 20206  | GBRX | 20243  | GBRX | 20280  | GBRX | 20318  | GBRX         | 20355           |
| GBRX | 20207  | GBRX | 20244  | GBRX | 20281  | GBRX | 20319  | GBRX         | 20356           |
| GBRX | 20208  | GBRX | 20245  | GBRX | 20282  | GBRX | 20320  | GBRX         | 20357           |
| GBRX | 20209  | GBRX | 20246  | GBRX | 20283  | GBRX | 20321  | GBRX         | 20358           |
| GBRX | 20210  | GBRX | 20247  | GBRX | 20284  | GBRX | 20322  | GBRX         | 20359           |
| GBRX | 20211  | GBRX | 20248  | GBRX | 20285  | GBRX | 20323  | GBRX         | 20360           |
| GBRX | 20212  | GBRX | 20249  | GBRX | 20286  | GBRX | 20324  | GBRX         | 20361           |
| GBRX | 20213  | GBRX | 20250  | GBRX | 20287  | GBRX | 20325  | GBRX         | 20362           |
| GBRX | 20214  | GBRX | 20251  | GBRX | 20288  | GBRX | 20326  | GBRX         | 20363           |
| GBRX | 20215  | GBRX | 20252  | GBRX | 20289  | GBRX | 20327  | GBRX         | 20364           |
| GBRX | 20216  | GBRX | 20253  | GBRX | 20290  | GBRX | 20328  | GBRX         | 20365           |
| GBRX | 20217  | GBRX | 20254  | GBRX | 20291  | GBRX | 20329  | GBRX         | 20366           |
| GBRX | 20218  | GBRX | 20255  | GBRX | 20292  | GBRX | 20330  | GBRX         | 20367           |
| GBRX | 20219  | GBRX | 20256  | GBRX | 20293  | GBRX | 20331  | GBRX         | 20368           |
| GBRX | 20220  | GBRX | 20257  | GBRX | 20294  | GBRX | 20332  | GBRX         | 20369           |
| GBRX | 20221  | GBRX | 20258  | GBRX | 20296  | GBRX | 20333  | GBRX         | 20370           |
| GBRX | 20222  | GBRX | 20259  | GBRX | 20297  | GBRX | 20334  | GBRX         | 20371           |
| GBRX | 20223  | GBRX | 20260  | GBRX | 20298  | GBRX | 20335  | GBRX         | 20372           |
| GBRX | 20224  | GBRX | 20261  | GBRX | 20299  | GBRX | 20336  | GBRX         | 20373           |
| GBRX | 20225  | GBRX | 20262  | GBRX | 20300  | GBRX | 20337  | GBRX         | 20374           |
| GBRX | 20226  | GBRX | 20263  | GBRX | 20301  | GBRX | 20338  | GBRX         | 20375           |
| GBRX | 20227  | GBRX | 20264  | GBRX | 20302  | GBRX | 20339  | GBRX         | 20376           |
| GBRX | 20228  | GBRX | 20265  | GBRX | 20303  | GBRX | 20340  | GBRX         | 20377           |
| GBRX | 20229  | GBRX | 20266  | GBRX | 20304  | GBRX | 20341  | GBRX         | 20378           |
| GBRX | 20230  | GBRX | 20267  | GBRX | 20305  | GBRX | 20342  | GBRX         | 20379           |
| GBRX | 20231  | GBRX | 20268  | GBRX | 20306  | GBRX | 20343  | GBRX         | 20380           |
| GBRX | 20232  | GBRX | 20269  | GBRX | 20307  | GBRX | 20344  | GBRX         | 20381           |
| GBRX | 20233  | GBRX | 20270  | GBRX | 20308  | GBRX | 20345  | GBRX         | 26162           |
| GBRX | 20234  | GBRX | 20271  | GBRX | 20309  | GBRX | 20346  | GBRX         | 26166           |
| GBRX | 20235  | GBRX | 20272  | GBRX | 20310  | GBRX | 20347  | GBRX         | 26172           |
| GBRX | 20236  | GBRX | 20273  | GBRX | 20311  | GBRX | 20348  | GBRX         | 26180           |
| GBRX | 20237  | GBRX | 20274  | GBRX | 20312  | GBRX | 20349  | <b>Total</b> | <b>184 Cars</b> |