



Greenbrier Management Services, LLC

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RECORDATION NO 29797-F
FILED
December 06, 2012 12:56 PM
SURFACE TRANSPORTATION BOARD

December 4, 2012

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 Amendment No. 1 dated November 20, 2012 to Memorandum of Full Service Railcar Lease for Schedule No. 5 dated as of June 27, 2011 and effective October 1, 2010, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$42 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Master Full Service Railcar Lease dated as of March 16, 2011 and effective June 1, 2010, which was duly filed and recorded on May 31, 2011 and assigned Recordation Number 29797.

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
2650 Lou Menk Drive
Fort Worth, TX 76131

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

Forty-two (42) 4,480 to 4,520 cubic foot capacity aluminum coal gondola railcars, bearing BNBX marks, and numbered as more particularly set forth in the schedule attached to the document.

Section Chief
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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:

Amendment No. 1 to Memorandum of Lease Agreement for Schedule No. 5.

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

Sincerely,

GREENBRIER MANAGEMENT SERVICES, LLC,
As Manager for WL Ross-Greenbrier Rail I LLC

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

Sheri Clarke Grether
Senior Paralegal

SCG:ms
Enclosures

cc: Edward M. Luria, Esq.

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

THIS AMENDMENT NO. 1 dated as of November 20, 2012 ("Amendment") 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"), and modifies that certain Memorandum of Schedule No. 5 to Master Full Service Railcar Lease dated as of June 27, 2011 and effective as of October 1, 2010, and filed with the Surface Transportation Board on July 20, 2011 as Recordation No. 29797-C (the "Memorandum").

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. 5 thereto dated as of June 27, 2011 and effective as of October 1, 2010 (the "Schedule") covering the equipment listed in the Memorandum (the "Cars");

WHEREAS, the Schedule has been amended to reflect changes in the Cars subject to the Schedule as indicated in the Amended Rail Equipment List attached hereto as Exhibit A; and

WHEREAS, the Parties wish to amend the public record to reflect the revised list of reporting marks and numbers, and accordingly the Parties have caused this Amendment 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 Parties hereby amend the Memorandum to reflect the changes to the Cars' reporting marks and numbers.

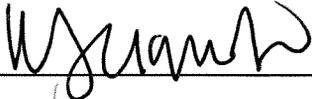
This Amendment to Memorandum of Schedule No. 5 to Master Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[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

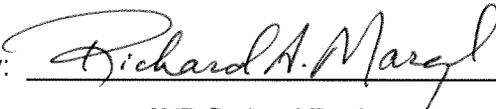
By: 
Title: AVP Carload Equipment

EXHIBIT A

Amended Rail Equipment List

Mark	Number	Mark	Number
BNBX	1007	BNBX	1378
BNBX	1034	BNBX	1380
BNBX	1064	BNBX	1385
BNBX	1065	BNBX	1407
BNBX	1077	BNBX	1410
BNBX	1093	BNBX	1416
BNBX	1103	BNBX	1418
BNBX	1145	BNBX	1423
BNBX	1170	BNBX	1424
BNBX	1179	BNBX	1428
BNBX	1207	BNBX	1431
BNBX	1273	BNBX	1433
BNBX	1274	BNBX	1442
BNBX	1291	BNBX	40380
BNBX	1301	BNBX	40419
BNBX	1314	BNBX	503483
BNBX	1325	BNBX	503485
BNBX	1327	BNBX	503532
BNBX	1333	BNBX	503534
BNBX	1350	BNBX	503548
BNBX	1352	BNBX	503549
		Total	42 Cars