



RECORDATION NO 30538

FILED

Greenbrier Management Services, LLC

December 06, 2012 01:03 PM

SURFACE TRANSPORTATION BOARD

Lake Oswego Oregon 97035

503 684 7000 Fax 503 968 4383

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 four (4) originals and two (2) photocopies of a Memorandum of Full Service Railcar Lease for Schedule No. 2 dated as of August 27, 2012 and effective as of May 1, 2012 to Full Service Railcar Lease dated as of June 1, 2011, 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 \$42 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 400
Lake Oswego, Oregon 97035

Lessee: Sandy Creek Services, LLC
c/o Sandy Creek Energy Station
2161 Rattlesnake Road
Riesel, TX 76682

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

One hundred forty-one (141) 4,520 cubic foot capacity rotary dump coal gondola railcars, bearing BNBX marks and numbered as more particularly set forth in the schedule attached to the document.

Please return at least three (3) stamped originals of the enclosed document, and any stamped copies not needed for your files, to the undersigned.

Section Chief
Surface Transportation Board
December 4, 2012
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A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Full Service Railcar Lease for Schedule No. 2.

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
Paralegal

SCG:ms
Enclosures

cc: Edward M. Luria, Esq.

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

THIS MEMORANDUM OF SCHEDULE NO. 2 TO FULL SERVICE RAILCAR LEASE dated as of August 17, 2012, and effective as of May 1, 2012, is between 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"), (collectively the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of June 1, 2011 and that certain Schedule No. 2 thereto effective as of May 1, 2011 (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: W. J. [Signature]
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: D. [Signature]
Name: David Nann
Title: EVP

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: _____

Name: _____

Title: _____

BRAZOS SANDY CREEK ELECTRIC COOPERATIVE, INC.

By: Clifton Karnei

Name: Clifton Karnei

Title: Executive Vice President
and General Manager

WLP

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: Stephen W Keller

Name: Stephen W Kelliher

Title: Manager, Financial Planning

BRAZOS SANDY CREEK ELECTRIC COOPERATIVE, INC.

By: _____

Name: _____

Title: _____

EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
One hundred forty-one (141)	4,520 cubic foot capacity, 286 lbs. GRL, aluminum body BethGon II coal porter gondola railcars	As listed below

Mark	Number	Mark	Number	Mark	Number	Mark	Number
BNBX	1059	BNBX	40223	BNBX	40353	BNBX	40472
BNBX	1094	BNBX	40228	BNBX	40355	BNBX	40483
BNBX	1107	BNBX	40229	BNBX	40356	BNBX	40484
BNBX	1118	BNBX	40239	BNBX	40357	BNBX	40490
BNBX	1121	BNBX	40243	BNBX	40361	BNBX	40493
BNBX	1160	BNBX	40245	BNBX	40366	BNBX	40502
BNBX	1290	BNBX	40246	BNBX	40368	BNBX	40509
BNBX	1303	BNBX	40248	BNBX	40369	BNBX	40510
BNBX	1338	BNBX	40256	BNBX	40372	BNBX	40515
BNBX	1357	BNBX	40257	BNBX	40378	BNBX	40519
BNBX	1409	BNBX	40260	BNBX	40381	BNBX	40525
BNBX	1415	BNBX	40262	BNBX	40386	BNBX	40528
BNBX	40122	BNBX	40263	BNBX	40388	BNBX	40533
BNBX	40126	BNBX	40264	BNBX	40392	BNBX	40534
BNBX	40127	BNBX	40266	BNBX	40393	BNBX	40541
BNBX	40146	BNBX	40268	BNBX	40396	BNBX	40543
BNBX	40147	BNBX	40273	BNBX	40397	BNBX	40545
BNBX	40148	BNBX	40276	BNBX	40400	BNBX	40546
BNBX	40149	BNBX	40282	BNBX	40405	BNBX	40548
BNBX	40150	BNBX	40283	BNBX	40406	BNBX	40549
BNBX	40153	BNBX	40284	BNBX	40407	BNBX	40550
BNBX	40157	BNBX	40286	BNBX	40415	BNBX	40553
BNBX	40164	BNBX	40298	BNBX	40418	BNBX	40559
BNBX	40165	BNBX	40299	BNBX	40421	BNBX	40564
BNBX	40167	BNBX	40306	BNBX	40428	BNBX	40565
BNBX	40181	BNBX	40307	BNBX	40429	BNBX	40576
BNBX	40182	BNBX	40311	BNBX	40440	BNBX	40580
BNBX	40183	BNBX	40317	BNBX	40445	BNBX	40584
BNBX	40187	BNBX	40318	BNBX	40446	BNBX	40588
BNBX	40188	BNBX	40320	BNBX	40447	BNBX	40589
BNBX	40191	BNBX	40321	BNBX	40454	BNBX	40590
BNBX	40193	BNBX	40324	BNBX	40459	BNBX	40591
BNBX	40196	BNBX	40331	BNBX	40460	BNBX	40592
BNBX	40201	BNBX	40339	BNBX	40464		
BNBX	40205	BNBX	40348	BNBX	40466	Total	141
BNBX	40219	BNBX	40352	BNBX	40471		