

RECORDATION NO. 25/36-N FILED

MAY 11 '10 -2 30 PM

**SURFACE TRANSPORTATION BOARD**

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May 11, 2010

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 Statement of Change in Reporting Marks and/or Lease Agreements, dated as of May 10, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document changes the reporting mark for 69 cars from CHTT to BNBX and terminates the leases with Union Pacific Railroad Company for those 69 cars previously filed with the Board under Recordation Numbers 25136 and 25136-A.

The name and address of the party to the enclosed document are:

Lessor

WL Ross-Greenbrier Rail I LLC  
1166 Avenue of the Americas  
New York, NY 10036

Section Chief  
May 11, 2010  
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A description of the railroad equipment covered by the enclosed document is:

69 railcars within the series 503483 - 503566 previously bearing the reporting mark "CHTT" have been re-marked "BNBX" as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Statement of Change in Reporting Marks and/or Lease Agreements.

Also enclosed is a check in the amount of \$41.00 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, .



Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 25136-N FILED

MAY 11 '10 -2 30 PM

**WL ROSS-GREENBRIER RAIL I LLC**  
c/o Greenbrier Management Services, LLC  
One Centerpointe Drive, Suite 400  
Lake Oswego, OR 97035

**SURFACE TRANSPORTATION BOARD**

May 10, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C 20423

Re. Statement of Change in Reporting Marks and/or Lease Agreements

Dear Section Chief,

Please be advised: (i) that the reporting mark of the railcars identified in the attached Schedule A has been changed as set forth therein; and/or (ii) the lease identified in the attached Schedule B has been terminated

**WL ROSS-GREENBRIER RAIL I LLC,**  
as Lessor

By: W Teramoto  
Name: Wendy Teramoto  
Title: Vice President

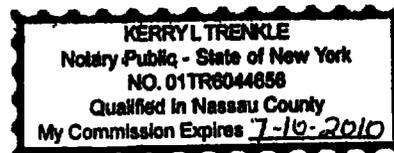
State of New York        )  
                                      )  
County of New York        )

On this, the 11<sup>th</sup> day of May, 2010, before me, a Notary Public in and for said County and State, personally appeared Wendy Teramoto, the Vice President of WL ROSS-GREENBRIER RAIL I LLC, who acknowledged herself to be a duly authorized officer of WL ROSS-GREENBRIER RAIL I LLC, and that, as such officer, being authorized to do so, she executed the foregoing instrument for the purposes therein contained.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal on the date above mentioned.

Name: Kerry L. Trenkle  
Notary Public

My Commission Expires:



## SCHEDULE A

Recordation Number 25136

The 69 railcars within the series 503483 - 503566 previously bearing the reporting mark "CHTT" have been re-marked "BNBX" as follows.

13	Rotary aluminum AutoFlood III™ 4200 CF coal hopper railcars, 286,000 GRL, AAR car type code K341	BNBX 503554-503566, inclusive  [Formerly marked CHTT]
56	Aluminum Outside Stake BethGon® II coal gondola railcars, 4520 CF, 286,000 GRL, AAR car type code J311	BNBX 503483-503488, inclusive, 503490, 503492-503498, inclusive; 503500-503503, inclusive, 503505-503512, inclusive; 503514, 503516, 503520-503522, inclusive; 503524, 503525, 503530-503546, inclusive, and 503548-503553, inclusive  [Formerly marked CHTT]

## SCHEDULE B

Recordation Number 25136

The lease agreements evidenced by the following recordation with the Surface Transportation Board have been terminated:

Memorandum of Master Lease Agreement (Rider No. 1), dated as of August 6, 2004, between Babcock & Brown Rail Funding LLC [ultimately assigned to WL Ross-Greenbrier Rail I LLC], Lessor, and Union Pacific Railroad Company, Lessee, filed with the Board on August 11, 2004 at 2:37 p.m. under Recordation Number 25136

Memorandum of Master Lease Agreement (Rider No. 2), dated as of August 6, 2004, between Babcock & Brown Rail Funding LLC [ultimately assigned to WL Ross-Greenbrier Rail I LLC], Lessor, and Union Pacific Railroad Company, Lessee, filed with the Board on August 11, 2004 at 2:42 p.m. under Recordation Number 25136-A, to the extent the same relates to the 56 cars described in the Schedule A attached hereto.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

5/11/10



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Robert W Alvord