

GREENBRIER
MANAGEMENT SERVICES

Greenbrier Management Services, LLC

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

January 14, 2013

RECORDATION NO. 29797-H FILED

JAN 17 '13 - 10 40 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 an original and two (2) photocopies of a Termination of Lease dated November 16, 2012, 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 Memorandum of Lease Agreement recorded at the Surface Transportation Board on July 20, 2011 under Recordation Number 29797-B.

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:

One hundred thirty-five (135) 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.

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

Chief, Section of Administration
Surface Transportation Board
January 14, 2013
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A short summary of the enclosed document to appear in the Board's Index is:

Termination of Lease for Schedule No. 3.

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 black ink that reads "Sheri Grether". The signature is written in a cursive style with a large initial "S".

Sheri Clarke Grether
Senior Paralegal

SCG.ms
Enclosures

cc: Edward M. Luria, Esq.

JAN 17 '13 10 40 AM

SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE

THIS TERMINATION OF LEASE is made as of November 16, 2012 by WL ROSS-GREENBRIER RAIL I LLC (the "Lessor")

WITNESSETH:

1. Lessor, as lessor, and BNSF Railway Company ("Lessee"), as lessee, entered into a Lease Agreement dated as of March 16, 2011 and effective as of June 1, 2010;
2. Lessor and Lessee entered into a Schedule No. 3 dated as of June 27, 2011 and effective as of July 15, 2010 to such Lease Agreement (such Schedule the "Lease") covering the one hundred thirty-five (135) 4,520 cubic foot capacity aluminum coal gondola railcars identified in the Rail Equipment List attached hereto (the "Cars");
3. To evidence the above described Lease, a Memorandum of Lease Agreement was filed at the Surface Transportation Board on July 20, 2011 at 11.46 A M under recordation number 29797-B.

NOW THEREFORE, for good and valuable consideration, Lessor agrees and acknowledges for the public record that the above described Lease is terminated (except for such terms thereof which expressly survive termination).

IN WITNESS WHEREOF, Lessor has caused this Termination of Lease to be duly executed by its duly authorized officer as of the date and year first above written, and the undersigned declares under penalty of perjury that she holds the title indicated below and that the execution of this Termination of Lease was the free act and deed of the company.

WL ROSS-GREENBRIER RAIL I LLC

By 
Its. Vice President

RAIL EQUIPMENT LIST

Mark	Number								
BNBX	1001	BNBX	1158	BNBX	1326	BNBX	503485	BNBX	503521
BNBX	1010	BNBX	1161	BNBX	1336	BNBX	503486	BNBX	503522
BNBX	1014	BNBX	1165	BNBX	1340	BNBX	503487	BNBX	503524
BNBX	1019	BNBX	1166	BNBX	1353	BNBX	503488	BNBX	503525
BNBX	1027	BNBX	1175	BNBX	1355	BNBX	503490	BNBX	503530
BNBX	1029	BNBX	1176	BNBX	1360	BNBX	503492	BNBX	503531
BNBX	1033	BNBX	1186	BNBX	1370	BNBX	503493	BNBX	503532
BNBX	1035	BNBX	1193	BNBX	1372	BNBX	503494	BNBX	503533
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BNBX	1154	BNBX	1320	BNBX	503484	BNBX	503520	BNBX	503553