

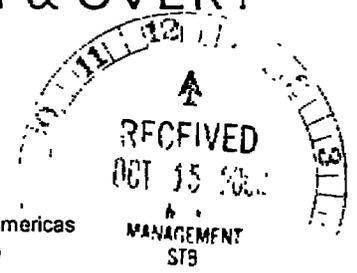
RECORDATION NO 23658-E FILED

ALLEN & OVERY

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SURFACE TRANSPORTATION BOARD



Allen & Overy LLP
1221 Avenue of the Americas
New York NY 10020

Tel 212 610 6300
Fax 212 610 6399
Direct line 212 610 6491
erika.singer@allenoverly.com

Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E St., SW
Washington, D.C. 20423

Our ref 51231-00008 NY:4164658.1

October 10, 2008

Dear Mr. Williams:

Enclosed is an original and one counterpart of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an Amendment, a secondary document, dated September 17, 2008. The primary document to which it is connected is recorded under Recordation Number 23658.

The names and addresses of the parties to the enclosed documents are:

- Trustee: U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
- Lessee: General Electric Capital Corporation
120 Long Ridge Road
Stamford, Connecticut 06927

A description of the equipment covered by the documents follows:

Railcars within the various series described in Schedules A and B.

A fee of \$41.00 is enclosed.

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

Amendment to a Memorandum of Lease and Lease Supplement with Recordation Number 23658, dated September 27, 2000 and covering railcars with the various series described in Schedules A and B.

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Kind regards,

A handwritten signature in black ink, appearing to read 'Erika Singer', with a long, sweeping horizontal line extending to the right.

Erika Singer
Associate

Encl

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT AND LEASE
SUPPLEMENT**

This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement with Recordation Number 23658 is made and entered into as of October 3, 2008, by and between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company of Connecticut (hereinafter "Trustee") and GENERAL ELECTRIC CAPITAL CORPORATION (hereinafter "Lessee") respecting the Replacement Lease Supplement dated on or around August 1, 2008, which supplemented the Lease Agreement (RAIL-2001-NC) dated September 12, 2001, and the Lease Supplement dated September 12, 2001 (collectively "the Lease") between Trustee and Lessee.

Pursuant to the provisions of the Lease, Trustee and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, (x) Trustee has agreed to lease to the Lessee and the Lessee has agreed to lease from the Trustee, under the Lease as supplemented, the Replacement Items of Equipment described in Schedule A attached hereto and (y) the Items of Equipment described in Schedule B hereto are hereby deleted from the Lease and are no longer deemed Items of Equipment for any purpose and subject to the terms defined in the Lease.
2. Trustee and Lessee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is not a summary of the Lease nor a complete recitation of the terms and provisions thereof. Accordingly, Trustee and Lessee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement and the provisions of the Lease, the provisions of the Lease, as the case may be, shall control.
3. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.
4. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written above.

TRUSTEE:

U.S. BANK NATIONAL
ASSOCIATION (as successor in
interest to State Street Bank and
Trust Company of Connecticut), not
in its individual capacity but solely
as Owner Trustee

By: 

Name: Susan C. Merker
Vice President

Title: _____

STATE OF Connecticut)

Hartford)

SS:

COUNTY OF _____)

On this 3rd of Oct, 2008, before me personally appeared Susan C. Merker to me personally known, who being duly sworn, state that she is Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public



My Commission expires

SUSAN P. McNALLY
Notary Public - Connecticut
My Commission Expires Mar. 31. 2010

LESSEE:

GENERAL ELECTRIC CAPITAL
CORPORATION

By: Joseph P. Lally

Name: Joseph Lally

Title: VP

STATE OF ILLINOIS)

) SS:

COUNTY OF COOK)

On this 1 April, 2008, before me personally appeared Joseph A. Lethanzic of V.P. GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Handwritten Signature]
Notary Public

My Commission expires 2-20-2010



Schedule A

REPLACEMENT ITEMS

Car Mark	Car Type	Built Date	CC#
NATX 251314-A AAS EL	Tank	2006	725621
NATX 251315-A AAS EL	Tank	2006	725622
NATX 251316-A AAS EL	Tank	2006	725623

Schedule B

ITEMS TO BE REPLACED

Car Mark	Car Type	Built Date	CC#
GEAX 095237	Coal	1995	312101
GEAX 095229	Coal	1995	312093
GEAX 095188	Coal	1995	312052
GEAX 095158	Coal	1995	312022
CHTT 200337	SM/GRAV	1994	299867