

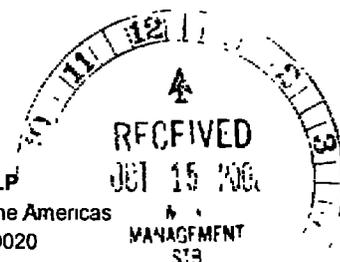
RECORDATION NO 23659-6 FILED

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SURFACE TRANSPORTATION BOARD

ALLEN & OVERY



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

Our ref 51231-00008 NY:4164715.1

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 23659A.

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

Lender: AIG/ FP Funding (Cayman) Limited
c/o Maples and Calder
P.O. Box 309
Ugland House
South Church Street
Georgetown, Grand Cayman
Cayman Islands KY1-1104

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.

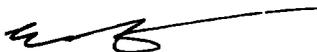
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A short summary of the document to appear in the index follows:

Amendment to a Memorandum of Lease and Lease Supplement with Recordation Number 23659A, dated September 27, 2000 and covering railcars with the various series described in Schedules A and B.

Kind regards,



Erika Singer
Associate

Encl

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO MEMORANDUM OF LOAN AND SECURITY AGREEMENT

This Memorandum of Amendment to Memorandum of Loan and Security Agreement with Recordation Number 23659-A is made and entered into as of October 2, 2008, by and between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company of Connecticut, not in its individual capacity, but solely as Trustee (hereinafter "Trustee") and AIG-FP FUNDING (CAYMAN) LIMITED (hereinafter "Lender") respecting the Loan and Security Agreement (RAIL-2001-FNBC) (hereinafter "Loan Agreement") dated as of September 12, 2001, between Trustee and Lender.

Pursuant to the provisions of the Loan Agreement, Trustee and Lender hereby affirm and acknowledge that:

1. Trustee has agreed to grant the Lender a first priority security interest in the Replacement Items of Equipment described in Schedule A attached hereto and the Lender has agreed to release its security interest in the Items of Equipment described in Schedule B hereto and such discharged Items of Equipment are no longer deemed Items of Equipment for any purpose, subject to the terms defined in the Loan Agreement.
2. Lender and Trustee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Loan and Security Agreement is not a summary of the Loan Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Lender and Trustee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Loan and Security Agreement and the provisions of the Loan Agreement, the provisions of the Loan Agreement, as the case may be, shall control.
3. This Memorandum of Amendment to Memorandum of Loan and Security Agreement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.
4. This Memorandum of Amendment to Memorandum of Loan and Security Agreement 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 Loan and Security Agreement 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 2nd 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 Susan P. McNally

My Commission expires

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

LENDER:

AIG-FP FUNDING (CAYMAN)
LIMITED

By:  _____

Name: Christian Toft

 Title: Authorized Signatory

STATE OF CONNECTICUT)

) SS: Wilton

COUNTY OF FAIRFIELD)

On this 26th of June, 2008 before me personally appeared Christian Toft to me personally known, who being duly sworn, state that he is an Authorized Signatory of AIG-FP FUNDING (CAYMAN) LIMITED, 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.


Notary Public

My Commission expires

AMIE MELESHKEWICH
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 2008

Schedule A

REPLACEMENT ITEMS

Car Mark	Car Type	Built Date	CC #
NATX 301308-A AAS EH	Tank	2004	709204
NATX 301835-A AAT FQ	Tank	2006	718444
NATX 301836-A AAT FQ	Tank	2006	718445
NATX 301837-A AAT FQ	Tank	2006	718446
NATX 301838-A AAT FQ	Tank	2006	718447
NATX 301839-A AAT FQ	Tank	2006	718448
NATX 301840-A AAT FQ	Tank	2006	718449
NATX 251299-A AAS EL	Tank	2006	725606
NATX 251302-A AAS EL	Tank	2006	725609
NATX 251303-A AAS EL	Tank	2006	725610
NATX 251305-A AAS EL	Tank	2006	725612
NATX 251307-A AAS EL	Tank	2006	725614
NATX 251308-A AAS EL	Tank	2006	725615

Schedule B

ITEMS TO BE REPLACED

Car Mark	Car Type	Built Date	CC #
NAHX 100356	Hopper	1996	314694
(GEAX) DELX 011326	Coal	1996	315418
(GEAX) DEEX 011369	Coal	1996	315461
NS 293293	Grain	1996	322314
NS 293002	Grain	1996	315817
NS 293186	Grain	1996	322461
NS 293032	Grain	1996	315847
NAHX 100612	Grain	1996	314950
RACX 051708	Tank	1996	310658
(GEAX) DEEX 011604	Coal	1996	319658
(GEAX) DEEX 011578	Coal	1996	319632
RACX 051583	Tank	1996	310533
CHTT 200588	SM/GRAV	1996	318131
(GEAX) DEEX 011347	Coal	1996	315439
(GEAX) DEEX 011354	Coal	1996	315446
(GEAX) DEEX 011368	Coal	1996	315460
(GEAX) DELX 011555	Coal	1996	319609
NAHX 100447	Grain	1996	314785
YKR 020275	Box	1996	323394
(GEAX) DEEX 011531	Coal	1996	319585
NS 292819	Grain	1998	315083
YKR 020227	Box	1996	323346