

RECORDATION NO. 25450-B FILED

MAR 15 '05 1-59 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 14, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 3, dated as of March 11, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 previously filed with the Board under Recordation Number 25450.

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

- Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, Illinois 60601
- Lessee: NRG Power Marketing Inc.
211 Carnegie Center
Princeton, New Jersey 08540

Mr. Vernon A. Williams
March 14, 2005
Page 2

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

120 GRL Coal Gondola railcars: PNJX 50240 -- PNJX 50359

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

Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 3.

Also enclosed is a check in the amount of \$32.00 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/anm
Enclosures

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EXECUTION COPY

**SURFACE TRANSPORTATION BOARD
MEMORANDUM OF
RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT
AND RIDER NO. 3**

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 3 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and NRG Power Marketing Inc. (hereinafter referred to as "Lessee"), respecting that certain Railroad Car Full Service Master Leasing Agreement, dated as of February 18, 2005, between Lessor and Lessee (as supplemented, the "Master Lease") and that certain Rider No.3, dated as of March 11, 2005, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 3, is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 3 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 3, is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

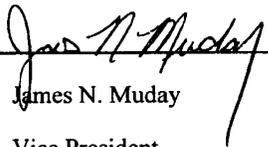
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 3, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of March 11, 2005.

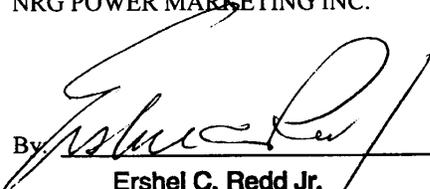
LESSOR:

LESSEE:

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

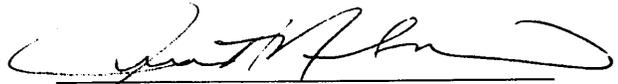
NRG POWER MARKETING INC.

By: 
Name: James N. Muday
Title: Vice President

By: 
Name: **Erschel C. Redd Jr.**
Chairman, President and CEO
Title: **NRG Power Marketing Inc.**

STATE OF ILLINOIS)
)
) SS:
COUNTY OF COOK)

On this 14th day of March, 2005, before me personally appeared James N. Muday to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires:

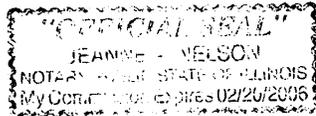


EXHIBIT A

Unit Count	AAR Reporting Mark	Car Type	Manufacturer
1	PNJX 50240	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX 50241	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX 50242	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX 50243	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX 50244	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX 50245	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX 50246	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX 50247	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX 50248	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX 50249	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX 50250	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX 50251	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX 50252	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX 50253	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX 50254	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX 50255	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX 50256	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX 50257	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX 50258	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX 50259	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX 50260	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX 50261	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX 50262	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX 50263	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX 50264	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX 50265	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX 50266	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX 50267	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX 50268	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX 50269	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX 50270	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX 50271	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX 50272	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX 50273	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX 50274	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX 50275	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX 50276	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX 50277	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX 50278	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX 50279	Aluminum Bethgon II Coal Car	Johnstown America
41	PNJX 50280	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX 50281	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX 50282	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX 50283	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX 50284	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX 50285	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX 50286	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX 50287	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX 50288	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX 50289	Aluminum Bethgon II Coal Car	Johnstown America

CHI:1490593.2

Unit Count	AAR Reporting Mark	Car Type	Manufacturer
51	PNJX 50290	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX 50291	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX 50292	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX 50293	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX 50294	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX 50295	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX 50296	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX 50297	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX 50298	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX 50299	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX 50300	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX 50301	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX 50302	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX 50303	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX 50304	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX 50305	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX 50306	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX 50307	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX 50308	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX 50309	Aluminum Bethgon II Coal Car	Johnstown America
71	PNJX 50310	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX 50311	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX 50312	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX 50313	Aluminum Bethgon II Coal Car	Johnstown America
75	PNJX 50314	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX 50315	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX 50316	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX 50317	Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX 50318	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX 50319	Aluminum Bethgon II Coal Car	Johnstown America
81	PNJX 50320	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX 50321	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX 50322	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX 50323	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX 50324	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX 50325	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX 50326	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX 50327	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX 50328	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX 50329	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX 50330	Aluminum Bethgon II Coal Car	Johnstown America
92	PNJX 50331	Aluminum Bethgon II Coal Car	Johnstown America
93	PNJX 50332	Aluminum Bethgon II Coal Car	Johnstown America
94	PNJX 50333	Aluminum Bethgon II Coal Car	Johnstown America
95	PNJX 50334	Aluminum Bethgon II Coal Car	Johnstown America
96	PNJX 50335	Aluminum Bethgon II Coal Car	Johnstown America
97	PNJX 50336	Aluminum Bethgon II Coal Car	Johnstown America
98	PNJX 50337	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX 50338	Aluminum Bethgon II Coal Car	Johnstown America
100	PNJX 50339	Aluminum Bethgon II Coal Car	Johnstown America

Unit Count	AAR Reporting Mark	Car Type	Manufacturer
101	PNJX 50340	Aluminum Bethgon II Coal Car	Johnstown America
102	PNJX 50341	Aluminum Bethgon II Coal Car	Johnstown America
103	PNJX 50342	Aluminum Bethgon II Coal Car	Johnstown America
104	PNJX 50343	Aluminum Bethgon II Coal Car	Johnstown America
105	PNJX 50344	Aluminum Bethgon II Coal Car	Johnstown America
106	PNJX 50345	Aluminum Bethgon II Coal Car	Johnstown America
107	PNJX 50346	Aluminum Bethgon II Coal Car	Johnstown America
108	PNJX 50347	Aluminum Bethgon II Coal Car	Johnstown America
109	PNJX 50348	Aluminum Bethgon II Coal Car	Johnstown America
110	PNJX 50349	Aluminum Bethgon II Coal Car	Johnstown America
111	PNJX 50350	Aluminum Bethgon II Coal Car	Johnstown America
112	PNJX 50351	Aluminum Bethgon II Coal Car	Johnstown America
113	PNJX 50352	Aluminum Bethgon II Coal Car	Johnstown America
114	PNJX 50353	Aluminum Bethgon II Coal Car	Johnstown America
115	PNJX 50354	Aluminum Bethgon II Coal Car	Johnstown America
116	PNJX 50355	Aluminum Bethgon II Coal Car	Johnstown America
117	PNJX 50356	Aluminum Bethgon II Coal Car	Johnstown America
118	PNJX 50357	Aluminum Bethgon II Coal Car	Johnstown America
119	PNJX 50358	Aluminum Bethgon II Coal Car	Johnstown America
120	PNJX 50359	Aluminum Bethgon II Coal Car	Johnstown America

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: March 14, 2005



Edward M. Luria