

RECORDATION NO.

25450-D  
FILED

APR 07 '05

11-17 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 7, 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. 5, dated as of April 4, 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, 7<sup>th</sup> Floor  
Chicago, Illinois 60601

Lessee: NRG Power Marketing Inc.  
211 Carnegie Center  
Princeton, New Jersey 08540

Mr. Vernon A. Williams  
April 7, 2005  
Page 2

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

120 Coal Gondola railcars: PNJX 50480 -- PNJX 50599

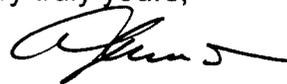
A short summary of the document to appear in the index is:

Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 5.

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

**MEMORANDUM OF**  
**RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT**  
**AND RIDER NO. 5**

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 5 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. 5, dated as of April 4, 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. 5, 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. 5 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. 5, 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]

RECORDATION NO. 25450-D FILED

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SURFACE TRANSPORTATION BOARD

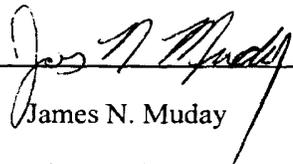
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 5, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of April 4, 2005.

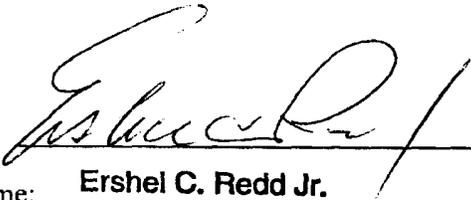
LESSOR:

LESSEE:

GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

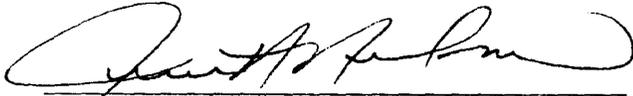
NRG POWER MARKETING INC.

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

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

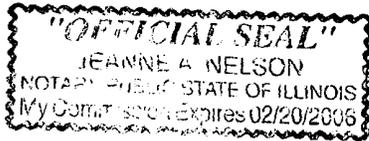
STATE OF ILLINOIS     )  
                                  )  
COUNTY OF COOK     )     SS:

On this 6<sup>th</sup> day of April, 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: 2/20/06

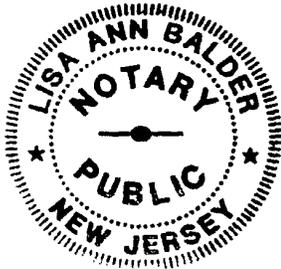


STATE OF NEW JERSEY        )  
  )  
COUNTY OF MERCER         )        SS:

On this 4th day of April, 2005, before me personally appeared Ershel C. Redd, Jr, to me personally known, who being duly sworn, stated that he is Chairman, President and CEO of NRG Power Marketing Inc., 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.

*Lisa A. Balder*  
Notary Public

My Commission Expires: 11/23/2009



**EXHIBIT A**

| <b>Unit<br/>Count</b> | <b>AAR Reporting<br/>Mark</b> |       | <b>Car Type</b>              | <b>Manufacturer</b> |
|-----------------------|-------------------------------|-------|------------------------------|---------------------|
| 1                     | PNJX                          | 50480 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 2                     | PNJX                          | 50481 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 3                     | PNJX                          | 50482 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 4                     | PNJX                          | 50483 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 5                     | PNJX                          | 50484 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 6                     | PNJX                          | 50485 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 7                     | PNJX                          | 50486 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 8                     | PNJX                          | 50487 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 9                     | PNJX                          | 50488 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 10                    | PNJX                          | 50489 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 11                    | PNJX                          | 50490 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 12                    | PNJX                          | 50491 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 13                    | PNJX                          | 50492 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 14                    | PNJX                          | 50493 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 15                    | PNJX                          | 50494 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 16                    | PNJX                          | 50495 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 17                    | PNJX                          | 50496 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 18                    | PNJX                          | 50497 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 19                    | PNJX                          | 50498 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 20                    | PNJX                          | 50499 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 21                    | PNJX                          | 50500 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 22                    | PNJX                          | 50501 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 23                    | PNJX                          | 50502 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 24                    | PNJX                          | 50503 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 25                    | PNJX                          | 50504 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 26                    | PNJX                          | 50505 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 27                    | PNJX                          | 50506 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 28                    | PNJX                          | 50507 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 29                    | PNJX                          | 50508 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 30                    | PNJX                          | 50509 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 31                    | PNJX                          | 50510 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 32                    | PNJX                          | 50511 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 33                    | PNJX                          | 50512 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 34                    | PNJX                          | 50513 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 35                    | PNJX                          | 50514 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 36                    | PNJX                          | 50515 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 37                    | PNJX                          | 50516 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 38                    | PNJX                          | 50517 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 39                    | PNJX                          | 50518 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 40                    | PNJX                          | 50519 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 41                    | PNJX                          | 50520 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 42                    | PNJX                          | 50521 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 43                    | PNJX                          | 50522 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 44                    | PNJX                          | 50523 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 45                    | PNJX                          | 50524 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 46                    | PNJX                          | 50525 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 47                    | PNJX                          | 50526 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 48                    | PNJX                          | 50527 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 49                    | PNJX                          | 50528 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 50                    | PNJX                          | 50529 | Aluminum Bethgon II Coal Car | Johnstown America   |

| <b>Unit<br/>Count</b> | <b>AAR Reporting<br/>Mark</b> |       | <b>Car Type</b>              | <b>Manufacturer</b> |
|-----------------------|-------------------------------|-------|------------------------------|---------------------|
| 51                    | PNJX                          | 50530 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 52                    | PNJX                          | 50531 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 53                    | PNJX                          | 50532 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 54                    | PNJX                          | 50533 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 55                    | PNJX                          | 50534 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 56                    | PNJX                          | 50535 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 57                    | PNJX                          | 50536 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 58                    | PNJX                          | 50537 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 59                    | PNJX                          | 50538 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 60                    | PNJX                          | 50539 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 61                    | PNJX                          | 50540 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 62                    | PNJX                          | 50541 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 63                    | PNJX                          | 50542 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 64                    | PNJX                          | 50543 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 65                    | PNJX                          | 50544 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 66                    | PNJX                          | 50545 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 67                    | PNJX                          | 50546 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 68                    | PNJX                          | 50547 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 69                    | PNJX                          | 50548 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 70                    | PNJX                          | 50549 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 71                    | PNJX                          | 50550 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 72                    | PNJX                          | 50551 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 73                    | PNJX                          | 50552 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 74                    | PNJX                          | 50553 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 75                    | PNJX                          | 50554 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 76                    | PNJX                          | 50555 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 77                    | PNJX                          | 50556 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 78                    | PNJX                          | 50557 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 79                    | PNJX                          | 50558 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 80                    | PNJX                          | 50559 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 81                    | PNJX                          | 50560 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 82                    | PNJX                          | 50561 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 83                    | PNJX                          | 50562 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 84                    | PNJX                          | 50563 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 85                    | PNJX                          | 50564 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 86                    | PNJX                          | 50565 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 87                    | PNJX                          | 50566 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 88                    | PNJX                          | 50567 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 89                    | PNJX                          | 50568 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 90                    | PNJX                          | 50569 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 91                    | PNJX                          | 50570 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 92                    | PNJX                          | 50571 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 93                    | PNJX                          | 50572 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 94                    | PNJX                          | 50573 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 95                    | PNJX                          | 50574 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 96                    | PNJX                          | 50575 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 97                    | PNJX                          | 50576 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 98                    | PNJX                          | 50577 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 99                    | PNJX                          | 50578 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 100                   | PNJX                          | 50579 | Aluminum Bethgon II Coal Car | Johnstown America   |

| <b>Unit<br/>Count</b> | <b>AAR Reporting<br/>Mark</b> |       | <b>Car Type</b>              | <b>Manufacturer</b> |
|-----------------------|-------------------------------|-------|------------------------------|---------------------|
| 101                   | PNJX                          | 50580 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 102                   | PNJX                          | 50581 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 103                   | PNJX                          | 50582 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 104                   | PNJX                          | 50583 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 105                   | PNJX                          | 50584 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 106                   | PNJX                          | 50585 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 107                   | PNJX                          | 50586 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 108                   | PNJX                          | 50587 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 109                   | PNJX                          | 50588 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 110                   | PNJX                          | 50589 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 111                   | PNJX                          | 50590 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 112                   | PNJX                          | 50591 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 113                   | PNJX                          | 50592 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 114                   | PNJX                          | 50593 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 115                   | PNJX                          | 50594 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 116                   | PNJX                          | 50595 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 117                   | PNJX                          | 50596 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 118                   | PNJX                          | 50597 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 119                   | PNJX                          | 50598 | Aluminum Bethgon II Coal Car | Johnstown America   |
| 120                   | PNJX                          | 50599 | Aluminum Bethgon II Coal Car | Johnstown America   |

**CERTIFICATION**

I, Robert W. Alvoid, 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: \_\_\_\_\_

4/7/05



\_\_\_\_\_  
Robert W. Alvoid