

RECORDATION NO. 25450-E FILED

APR 22 '05 3-30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

April 22, 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 three (3) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 6, dated as of April 15, 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
Suite 700
Chicago, IL 60601

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

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

120 gondola railcars: PNJX 50600 – PNJX 50719

Mr. Vernon A. Williams
April 22, 2005
Page Two

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

Memorandum of Railroad Car Full Service Master Leasing Agreement
and Rider No. 6.

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF
RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT
AND RIDER NO. 6

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 6 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. 6, dated as of April 15, 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. 6, 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. 6 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. 6, 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-E FILED

APR 22 '05 3-30 PM

SURFACE TRANSPORTATION BOARD

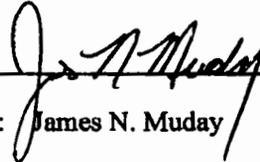
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 6, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of April 15, 2005.

LESSOR:

LESSEE:

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

NRG POWER MARKETING INC.

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

By: 
Name: Thomas N. May
Vice President
Title: NRG Power Marketing Inc.

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 15th 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 15th day of April, 2005, before me personally appeared Thomas N. May, to me personally known, who being duly sworn, stated that he is Vice President 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



Unit Count	AAR Reporting Mark		Car Type	Manufacturer
51	PNJX	50650	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX	50651	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX	50652	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX	50653	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX	50654	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX	50655	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX	50656	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX	50657	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX	50658	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX	50659	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX	50660	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX	50661	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX	50662	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX	50663	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX	50664	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX	50665	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX	50666	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX	50667	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX	50668	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX	50669	Aluminum Bethgon II Coal Car	Johnstown America
71	PNJX	50670	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX	50671	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX	50672	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX	50673	Aluminum Bethgon II Coal Car	Johnstown America
75	PNJX	50674	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX	50675	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX	50676	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX	50677	Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX	50678	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX	50679	Aluminum Bethgon II Coal Car	Johnstown America
81	PNJX	50680	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX	50681	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX	50682	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX	50683	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX	50684	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX	50685	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX	50686	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX	50687	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX	50688	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX	50689	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX	50690	Aluminum Bethgon II Coal Car	Johnstown America
92	PNJX	50691	Aluminum Bethgon II Coal Car	Johnstown America
93	PNJX	50692	Aluminum Bethgon II Coal Car	Johnstown America
94	PNJX	50693	Aluminum Bethgon II Coal Car	Johnstown America
95	PNJX	50694	Aluminum Bethgon II Coal Car	Johnstown America
96	PNJX	50695	Aluminum Bethgon II Coal Car	Johnstown America
97	PNJX	50696	Aluminum Bethgon II Coal Car	Johnstown America
98	PNJX	50697	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX	50698	Aluminum Bethgon II Coal Car	Johnstown America
100	PNJX	50699	Aluminum Bethgon II Coal Car	Johnstown America

EXHIBIT A

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
1	PNJX	50600	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX	50601	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX	50602	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX	50603	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX	50604	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX	50605	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX	50606	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX	50607	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX	50608	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX	50609	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX	50610	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX	50611	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX	50612	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX	50613	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX	50614	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX	50615	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX	50616	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX	50617	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX	50618	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX	50619	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX	50620	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX	50621	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX	50622	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX	50623	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX	50624	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX	50625	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX	50626	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX	50627	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX	50628	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX	50629	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX	50630	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX	50631	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX	50632	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX	50633	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX	50634	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX	50635	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX	50636	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX	50637	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX	50638	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX	50639	Aluminum Bethgon II Coal Car	Johnstown America
41	PNJX	50640	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX	50641	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX	50642	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX	50643	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX	50644	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX	50645	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX	50646	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX	50647	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX	50648	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX	50649	Aluminum Bethgon II Coal Car	Johnstown America

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
101	PNJX	50700	Aluminum Bethgon II Coal Car	Johnstown America
102	PNJX	50701	Aluminum Bethgon II Coal Car	Johnstown America
103	PNJX	50702	Aluminum Bethgon II Coal Car	Johnstown America
104	PNJX	50703	Aluminum Bethgon II Coal Car	Johnstown America
105	PNJX	50704	Aluminum Bethgon II Coal Car	Johnstown America
106	PNJX	50705	Aluminum Bethgon II Coal Car	Johnstown America
107	PNJX	50706	Aluminum Bethgon II Coal Car	Johnstown America
108	PNJX	50707	Aluminum Bethgon II Coal Car	Johnstown America
109	PNJX	50708	Aluminum Bethgon II Coal Car	Johnstown America
110	PNJX	50709	Aluminum Bethgon II Coal Car	Johnstown America
111	PNJX	50710	Aluminum Bethgon II Coal Car	Johnstown America
112	PNJX	50711	Aluminum Bethgon II Coal Car	Johnstown America
113	PNJX	50712	Aluminum Bethgon II Coal Car	Johnstown America
114	PNJX	50713	Aluminum Bethgon II Coal Car	Johnstown America
115	PNJX	50714	Aluminum Bethgon II Coal Car	Johnstown America
116	PNJX	50715	Aluminum Bethgon II Coal Car	Johnstown America
117	PNJX	50716	Aluminum Bethgon II Coal Car	Johnstown America
118	PNJX	50717	Aluminum Bethgon II Coal Car	Johnstown America
119	PNJX	50718	Aluminum Bethgon II Coal Car	Johnstown America
120	PNJX	50719	Aluminum Bethgon II Coal Car	Johnstown America

CERTIFICATION

I, Robert W. Alvord, 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: _____

4/22/05



Robert W. Alvord