

RECORDATION NO. 25450-F FILED

MAY 02 '05

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ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

May 2, 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. 7, dated as of April 25, 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
May 2, 2005
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A description of the railroad equipment covered by the enclosed document
is:

120 GRL Coal Gondola railcars: PNJX 50720 -- PNJX 50839

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

Memorandum of Railroad Car Full Service Master Leasing Agreement and
Rider No. 7.

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. 7

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 7 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. 7, dated as of April 25, 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. 7, 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. 7 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. 7, 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]

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SURFACE TRANSPORTATION BOARD

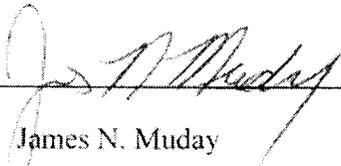
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 7, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of April 25, 2005.

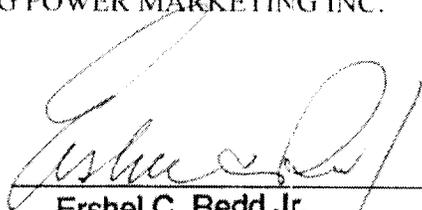
LESSOR:

LESSEE:

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

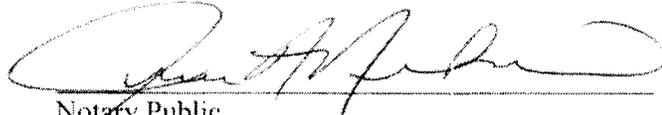
NRG POWER MARKETING INC.

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

By: 
Name: ~~Chairman, President and CEO~~
Title: NRG Power Marketing Inc.

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 2nd 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:



EXHIBIT A

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
1	PNJX	50720	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX	50721	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX	50722	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX	50723	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX	50724	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX	50725	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX	50726	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX	50727	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX	50728	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX	50729	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX	50730	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX	50731	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX	50732	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX	50733	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX	50734	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX	50735	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX	50736	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX	50737	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX	50738	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX	50739	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX	50740	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX	50741	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX	50742	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX	50743	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX	50744	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX	50745	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX	50746	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX	50747	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX	50748	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX	50749	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX	50750	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX	50751	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX	50752	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX	50753	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX	50754	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX	50755	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX	50756	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX	50757	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX	50758	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX	50759	Aluminum Bethgon II Coal Car	Johnstown America
41	PNJX	50760	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX	50761	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX	50762	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX	50763	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX	50764	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX	50765	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX	50766	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX	50767	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX	50768	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX	50769	Aluminum Bethgon II Coal Car	Johnstown America

Unit Count	AAR Reporting		Car Type	Manufacturer
	Mark			
51	PNJX	50770	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX	50771	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX	50772	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX	50773	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX	50774	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX	50775	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX	50776	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX	50777	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX	50778	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX	50779	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX	50780	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX	50781	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX	50782	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX	50783	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX	50784	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX	50785	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX	50786	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX	50787	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX	50788	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX	50789	Aluminum Bethgon II Coal Car	Johnstown America
71	PNJX	50790	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX	50791	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX	50792	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX	50793	Aluminum Bethgon II Coal Car	Johnstown America
75	PNJX	50794	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX	50795	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX	50796	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX	50797	Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX	50798	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX	50799	Aluminum Bethgon II Coal Car	Johnstown America
81	PNJX	50800	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX	50801	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX	50802	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX	50803	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX	50804	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX	50805	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX	50806	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX	50807	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX	50808	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX	50809	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX	50810	Aluminum Bethgon II Coal Car	Johnstown America
92	PNJX	50811	Aluminum Bethgon II Coal Car	Johnstown America
93	PNJX	50812	Aluminum Bethgon II Coal Car	Johnstown America
94	PNJX	50813	Aluminum Bethgon II Coal Car	Johnstown America
95	PNJX	50814	Aluminum Bethgon II Coal Car	Johnstown America
96	PNJX	50815	Aluminum Bethgon II Coal Car	Johnstown America
97	PNJX	50816	Aluminum Bethgon II Coal Car	Johnstown America
98	PNJX	50817	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX	50818	Aluminum Bethgon II Coal Car	Johnstown America
100	PNJX	50819	Aluminum Bethgon II Coal Car	Johnstown America

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
101	PNJX	50820	Aluminum Bethgon II Coal Car	Johnstown America
102	PNJX	50821	Aluminum Bethgon II Coal Car	Johnstown America
103	PNJX	50822	Aluminum Bethgon II Coal Car	Johnstown America
104	PNJX	50823	Aluminum Bethgon II Coal Car	Johnstown America
105	PNJX	50824	Aluminum Bethgon II Coal Car	Johnstown America
106	PNJX	50825	Aluminum Bethgon II Coal Car	Johnstown America
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109	PNJX	50828	Aluminum Bethgon II Coal Car	Johnstown America
110	PNJX	50829	Aluminum Bethgon II Coal Car	Johnstown America
111	PNJX	50830	Aluminum Bethgon II Coal Car	Johnstown America
112	PNJX	50831	Aluminum Bethgon II Coal Car	Johnstown America
113	PNJX	50832	Aluminum Bethgon II Coal Car	Johnstown America
114	PNJX	50833	Aluminum Bethgon II Coal Car	Johnstown America
115	PNJX	50834	Aluminum Bethgon II Coal Car	Johnstown America
116	PNJX	50835	Aluminum Bethgon II Coal Car	Johnstown America
117	PNJX	50836	Aluminum Bethgon II Coal Car	Johnstown America
118	PNJX	50837	Aluminum Bethgon II Coal Car	Johnstown America
119	PNJX	50838	Aluminum Bethgon II Coal Car	Johnstown America
120	PNJX	50839	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: May 2, 2005

Ed M Luria
Edward M. Luria