

RECORDATION NO. 25450-H FILED

MAY 20 '05 10-30 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

May 20, 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. 9, dated as of May 17, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement previously filed with the Board under Recordation Number 25450.

The name and address of the party 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, NJ 08540

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

120 GRL Coal Gondola railcars: PNJX 50960 – PNJX 51079

Mr. Vernon A. Williams
May 20, 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. 9.

Also enclosed is a check in the amount of \$33.00 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. 9

This Memorandum of Railroad Car Full Service No. 9 is made and entered by and between General [redacted] (hereinafter referred to as "Lessor") and NRG Power Ma ("Lessee"), respecting that certain Railroad Car Full Servic of February 18, 2005, between Lessor and Lessee (as supp certain Rider No. 9, dated as of May 17, 2005, between Le:

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lated as
and that

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. 9, 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. 9 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. 9, 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. 25450-17 FILED
MAY 20 '05 10:30 AM
SURFACE TRANSPORTATION BOARD

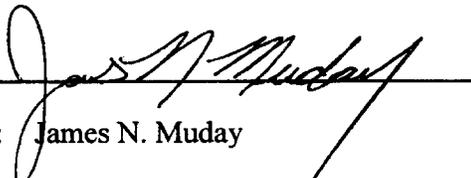
IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 9, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of May 17, 2005.

LESSOR:

LESSEE:

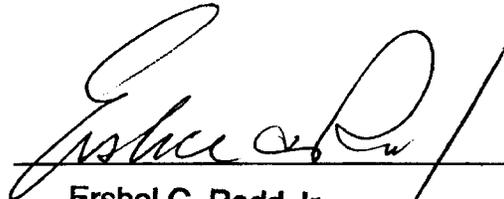
GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

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 19th 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:

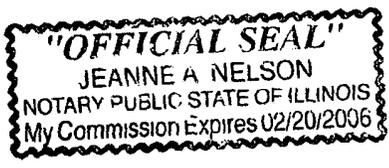


EXHIBIT A

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
1	PNJX	50960	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX	50961	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX	50962	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX	50963	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX	50964	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX	50965	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX	50966	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX	50967	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX	50968	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX	50969	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX	50970	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX	50971	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX	50972	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX	50973	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX	50974	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX	50975	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX	50976	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX	50977	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX	50978	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX	50979	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX	50980	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX	50981	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX	50982	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX	50983	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX	50984	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX	50985	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX	50986	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX	50987	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX	50988	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX	50989	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX	50990	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX	50991	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX	50992	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX	50993	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX	50994	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX	50995	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX	50996	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX	50997	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX	50998	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX	50999	Aluminum Bethgon II Coal Car	Johnstown America
41	PNJX	51000	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX	51001	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX	51002	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX	51003	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX	51004	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX	51005	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX	51006	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX	51007	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX	51008	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX	51009	Aluminum Bethgon II Coal Car	Johnstown America

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
51	PNJX	51010	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX	51011	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX	51012	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX	51013	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX	51014	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX	51015	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX	51016	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX	51017	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX	51018	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX	51019	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX	51020	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX	51021	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX	51022	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX	51023	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX	51024	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX	51025	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX	51026	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX	51027	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX	51028	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX	51029	Aluminum Bethgon II Coal Car	Johnstown America
71	PNJX	51030	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX	51031	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX	51032	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX	51033	Aluminum Bethgon II Coal Car	Johnstown America
75	PNJX	51034	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX	51035	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX	51036	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX	51037	Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX	51038	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX	51039	Aluminum Bethgon II Coal Car	Johnstown America
81	PNJX	51040	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX	51041	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX	51042	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX	51043	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX	51044	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX	51045	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX	51046	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX	51047	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX	51048	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX	51049	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX	51050	Aluminum Bethgon II Coal Car	Johnstown America
92	PNJX	51051	Aluminum Bethgon II Coal Car	Johnstown America
93	PNJX	51052	Aluminum Bethgon II Coal Car	Johnstown America
94	PNJX	51053	Aluminum Bethgon II Coal Car	Johnstown America
95	PNJX	51054	Aluminum Bethgon II Coal Car	Johnstown America
96	PNJX	51055	Aluminum Bethgon II Coal Car	Johnstown America
97	PNJX	51056	Aluminum Bethgon II Coal Car	Johnstown America
98	PNJX	51057	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX	51058	Aluminum Bethgon II Coal Car	Johnstown America
100	PNJX	51059	Aluminum Bethgon II Coal Car	Johnstown America

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
101	PNJX	51060	Aluminum Bethgon II Coal Car	Johnstown America
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120	PNJX	51079	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: 5/20/05



Robert W. Alvord