

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](mailto:alvordlaw@aol.com)

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

RECORDATION NO. 25450-J FILED

JUN 02 '05

4-38 PM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

June 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. 11, dated as of May 31, 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  
June 2, 2005  
Page 2

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

40 GRL Coal Gondola railcars: PNJX 51200 -- PNJX 51239

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

Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 11.

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. 11**

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 11 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. 11, dated as of May 31, 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. 11, 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. 11 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. 10, 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-J FILED

JUN 02 '05

**4-38 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. 11, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of May 31, 2005.

LESSOR:

LESSEE:

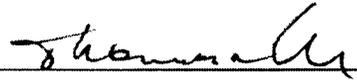
GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

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        )  
                                      )        SS:  
COUNTY OF COOK        )

On this 21<sup>st</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.

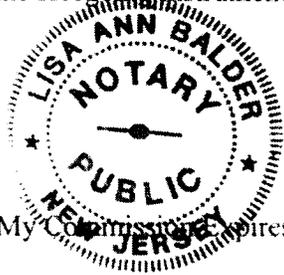
  
\_\_\_\_\_  
Notary Public

My Commission Expires: 2/20/06



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

On this 31st day of May, 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

**EXHIBIT A**

<b>Unit Count</b>	<b>AAR Reporting Mark</b>		<b>Car Type</b>	<b>Manufacturer</b>
1	PNJX	51200	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX	51201	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX	51202	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX	51203	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX	51204	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX	51205	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX	51206	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX	51207	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX	51208	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX	51209	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX	51210	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX	51211	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX	51212	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX	51213	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX	51214	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX	51215	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX	51216	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX	51217	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX	51218	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX	51219	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX	51220	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX	51221	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX	51222	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX	51223	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX	51224	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX	51225	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX	51226	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX	51227	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX	51228	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX	51229	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX	51230	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX	51231	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX	51232	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX	51233	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX	51234	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX	51235	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX	51236	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX	51237	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX	51238	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX	51239	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: 6/2/05



\_\_\_\_\_  
Robert W. Alvord