

RECORDATION NO. 26774 FILED

JAN 19 '07 -1 15 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

January 19, 2007

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 Equipment Lease, dated as of January 19, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: NRG Energy Railcar Statutory Trust VIII,  
acting through U.S. Bank Trust National  
Association as Owner Trustee  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, CT 06103

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

Mr. Vernon A. Williams  
January 19, 2007  
Page 2

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

135 railcars: TGNX 32093 – TGNX 32227.

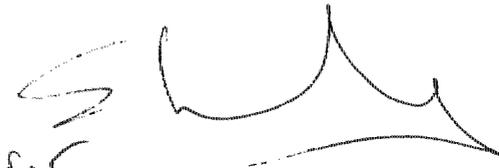
A short summary of the document to appear in the index is:

Memorandum of Equipment Lease.

Also enclosed is a check in the amount of \$34.00 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/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**NRG ENERGY RAILCAR STATUTORY TRUST VIII**

**MEMORANDUM OF EQUIPMENT LEASE**

Memorandum of Equipment Lease made and entered into on January 19, 2007 by and between NRG Power Marketing Inc., a Delaware corporation ("*Lessee*") and NRG Energy Railcar Statutory Trust VIII, acting through U.S. Bank Trust National Association, not in its individual capacity but solely as Owner Trustee ("*Lessor*").

**WITNESSETH**

The undersigned have entered into that certain Equipment Lease (the "*Lease*"), dated as of January 19, 2007, and Equipment Schedule No. 1 thereto dated as of January 19, 2007, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railcars bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of Jan 19 2002.

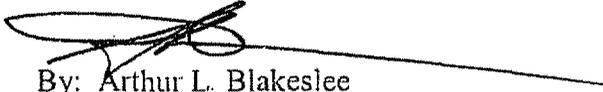
NRG Power Marketing Inc , as Lessee

By: \_\_\_\_\_  
Its: \_\_\_\_\_

Address

Attention:

NRG ENERGY RAILCAR STATUTORY  
TRUST acting through U.S. Bank Trust  
National Association, not in its individual  
capacity but solely in its  
capacity as Owner Trustee

  
By: Arthur L. Blakeslee  
Its: Vice President

Address  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, CT 06103

STATE OF CONNECTICUT )  
 )  
 ) SS:  
COUNTY OF HARTFORD )

On this, the 18<sup>th</sup> day of Jan, 2007 before, a Notary Public in and for said County and State, personally appeared Arthur L. Blakeslee, who being by me duly sworn, says that (s)he is the Vice President of U.S. Bank Trust National Association, that said instrument was signed on Jan 19, 2007 on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: KAREN R. FELT  
Notary Public: NOTARY PUBLIC  
My Commission Expires: My Commission Expires 02/28/2009  
Residing in Middletown, CT

STATE OF )  
 )  
 ) SS:  
COUNTY OF )

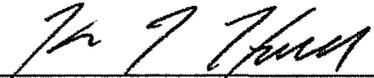
On this, the \_\_\_\_ day of \_\_\_\_ 200\_\_, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that he is the \_\_\_\_\_ of NRG Power Marketing Inc. that said instrument was signed on \_\_\_\_\_, 200\_ on behalf of said company by authority of its \_\_\_\_\_, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of Jan 19, 2007

NRG Power Marketing Inc., as Lessee

By:   
Its: Chairman, President and CEO

Address: 211 Carnegie Center  
Princeton, NJ 08540  
Attention: Kevin T. Howell

NRG ENERGY RAILCAR STATUTORY  
TRUST, acting through U.S. Bank Trust  
National Association, not in its individual  
capacity but solely in its  
capacity as Owner Trustee

By: \_\_\_\_\_  
Its: \_\_\_\_\_

Address



**Exhibit A**

**Equipment:** FreightCar America, Inc. 120-ton aluminum BethGon® II Railcars  
**Quantity:** 135  
**Road Numbers:** TGNX 32093-32227(inclusive)

**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: \_\_\_\_\_

1/19/07



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