

RECORDATION NO.

26790-0  
FILED

FEB 15 '07

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SURFACE TRANSPORTATION BOARD

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

February 15, 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 Schedule 3, dated as of February 15, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26790.

The name and address of the party to the enclosed document are:

Lessor: NRG Energy Railcar Statutory Trust X,  
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  
February 15, 2007  
Page 2

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

123 railcars: TGNX 32633 – TGNX 32755.

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

Memorandum of Equipment Schedule 3.

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

RECORDATION NO.

26790 ~~A~~

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SURFACE TRANSPORTATION BOARD

**NRG ENERGY RAILCAR STATUTORY TRUST X**

**MEMORANDUM OF EQUIPMENT SCHEDULE 3**

Memorandum of Equipment Schedule 3 made and entered into on February 15, 2007 by and between NRG Power Marketing Inc., a Delaware corporation ("*Lessee*") and NRG Energy Railcar Statutory Trust X, acting through U.S. Bank Trust National Association, not in its individual capacity but solely as Owner Trustee ("*Lessor*").

**WITNESSETH**

1. The undersigned have entered into that certain Equipment Lease (the "*Lease*"), dated as of February 2, 2007, subject to the term defined in said Lease.

2. A memorandum of said Lease was recorded with the Surface Transportation Board on February 2, 2007 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Equipment Schedule No. 2 dated as of February 9, 2007.

4. A memorandum of said Equipment Schedule No. 2 was recorded with the Surface Transportation Board on February 9, 2007 pursuant to Section 11301 of Title 49 of the United States Code.

5. The undersigned have entered into that certain Equipment Schedule No. 3 dated as of February 15, 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 Feb 15, 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

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of Feb 15, 2007.

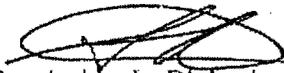
NRG Power Marketing Inc., as Lessee

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

Address

Attention:

NRG ENERGY RAILCAR STATUTORY  
TRUST X, 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

## Exhibit A

**Equipment:** FreightCar America, Inc. 120-ton aluminum BethGon® II Railcars

**Quantity:** 123

**Road Numbers:** TGNX 32633-32755 (inclusive)

STATE OF CONNECTICUT            )  
  )  
COUNTY OF HARTFORD            )        SS:

On this, the 14 day of Feb 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 Feb 14, 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.

Susan P. McNally  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires:  
Residing in Vernon, Connecticut

SUSAN P. McNALLY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 2010

STATE OF                                    )  
  )  
COUNTY OF                                )        SS:

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 \_\_\_\_\_

STATE OF )  
 )  
COUNTY OF ) SS:

On this, the \_\_\_\_ day of \_\_\_\_ 200\_, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. Bank Trust National Association, that said instrument was signed on \_\_\_\_\_, 200\_ on behalf of said company by authority of its \_\_\_\_\_, 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.

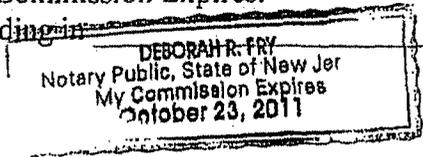
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF New Jersey )  
 )  
COUNTY OF Mercer ) SS:

On this, the 14 day of Feb 2007, before me, a Notary Public in and for said County and State, personally appeared Kevin Howell, who being by me duly sworn, says that he is the President, Chairman + CEO of NRG Power Marketing Inc. that said instrument was signed on Feb 14, 2007 on behalf of said company by authority of its President, Chairman + CEO, 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.

Deborah R Fry  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



**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:

2/15/07



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