

RECORDATION NO. 23153 E FILED ALLEN & OVERY

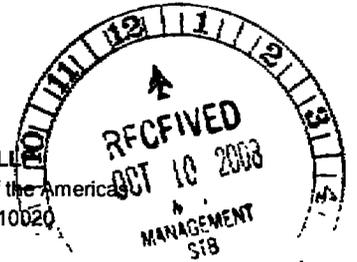
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SURFACE TRANSPORTATION BOARD

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Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E St., SW
Washington, D.C. 20423

Our ref 51231-00008 NY:4154557.1

October 8, 2008

Dear Mr. Williams:

Enclosed is an original and one counterpart of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an Amendment, a secondary document, dated September 17, 2008. The primary document to which it is connected is recorded under Recordation Number 23153.

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

Trustee: U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Lessee: General Electric Capital Corporation
120 Long Ridge Road
Stamford, Connecticut 06927

A description of the equipment covered by the documents follows:

Railcars within the various series described in Schedules A and B.

A fee of \$41.00 is enclosed.

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

Amendment to a Memorandum of Lease and Lease Supplement with Recordation Number 23153, dated September 27, 2000 and covering railcars with the various series described in Schedules A and B.

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Amendment to a Memorandum of Lease and Lease Supplement with Recordation Number 23153, dated September 27, 2000 and covering railcars with the various series described in Schedules A and B.

Kind regards,



Erika Singer
Associate

Incl

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT AND LEASE SUPPLEMENT

This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement with Recordation Number 23153 is made and entered into as of October 2, 2008, by and between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company of Connecticut (hereinafter "Trustee") and GENERAL ELECTRIC CAPITAL CORPORATION (hereinafter "Lessee") respecting the Replacement Lease Supplement dated on or around August 1, 2008, which supplemented the Lease Agreement (RAII.-2000-NL) dated September 27, 2000, and the Lease Supplement dated September 27, 2000 (collectively "the Lease") between Trustee and Lessee.

Pursuant to the provisions of the Lease, Trustee and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, (x) Trustee has agreed to lease to the Lessee and the Lessee has agreed to lease from the Trustee, under the Lease as supplemented, the Replacement Items of Equipment described in Schedule A attached hereto and (y) the Items of Equipment described in Schedule B hereto are hereby deleted from the Lease and are no longer deemed Items of Equipment for any purpose and subject to the terms defined in the Lease.
2. Trustee and Lessee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is not a summary of the Lease nor a complete recitation of the terms and provisions thereof. Accordingly, Trustee and Lessee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement and the provisions of the Lease, the provisions of the Lease, as the case may be, shall control.
3. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.
4. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written above.

TRUSTEE:

U.S. BANK NATIONAL
ASSOCIATION (as successor in
interest to State Street Bank and
Trust Company of Connecticut), not
in its individual capacity but solely
as Owner/Trustee

By: 

Name: Susan C. Merker
Vice President

Title: _____

STATE OF Connecticut)

Hartford) SS:
COUNTY OF _____)

On this 21st of Oct, 2008 before me personally appeared Susan C. Merker to me personally known, who being duly sworn, state that she is Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

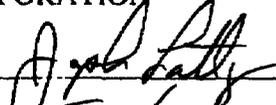
Notary Public 

My Commission expires

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

LESSEE:

GENERAL ELECTRIC CAPITAL
CORPORATION

By: 

Name: Joseph LATTANZIO

Title: VP

STATE OF ILLINOIS)

) SS:

COUNTY OF COOK)

On this 1 of August, 2008 before me personally appeared Joseph A Lattinzi to me personally known, who being duly sworn, state that he is V.P. of GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public [Signature]

My Commission expires 2-20-2010



Schedule A

REPLACEMENT ITEMS

Car Mark	Car Type	Built Date	CC#
NATX 301292-A AAS EH	Tank	2004	709188
NATX 301294-A AAS EH	Tank	2004	709190
NATX 400292-A AAT FQ	Tank	2005	717634
NATX 400293-A AAT FQ	Tank	2005	717635
NATX 302369-A AAT FQ	Tank	2006	726285
NATX 302373-A AAT FQ	Tank	2006	726289
CEMX 1672	SM/GRAV	2007	733814
CEMX 1673	SM/GRAV	2007	733815
CEMX 1674	SM/GRAV	2007	733816
CEMX 1676	SM/GRAV	2007	733818
CEMX 1683	SM/GRAV	2007	733825
CEMX 1693	SM/GRAV	2007	733835
CEMX 1696	SM/GRAV	2007	733838

Schedule B

ITEMS TO BE REPLACED

Car Mark	Car Type	Built Date	CC#
NAHX 620440	Hopper	1998	404122
HS 003235	Box	1998	385900
HS 002867	Box	1998	374312
NAHX 581227	Plastic	1998	387273
NAHX 330130	SM/GRAV	1998	385311
NAHX 330121	SM/GRAV	1998	385302
NAHX 581256	Plastic	1998	387302
NAHX 330145	SM/GRAV	1998	385326
NATX 230087	Tank	1998	380493
KPLX 005039	Coal	1998	683384
NATX 300238	Tank	1998	401528
NATX 300242	Tank	1998	401532
NATX 200246	Tank	1998	401536
NATX 300251	Tank	1998	401541
NATX 300255	Tank	1998	401545
NATX 300256	Tank	1998	401546
NATX 300278	Tank	2002	401568