

RECORDATION NO. 23151-F FILED

ALLEN & OVERY

OCT 15 '08

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SURFACE TRANSPORTATION BOARD

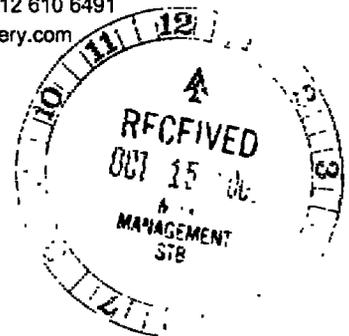
Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E St., SW
Washington, D.C. 20423

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New York NY 10020

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Our ref 51231-00008 NY:4164584.1

October 10, 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 23151.

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 23151, dated September 27, 2000 and covering railcars with the various series described in Schedules A and B.

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Kind regards,

A handwritten signature in black ink, appearing to read 'Erika Singer', with a stylized flourish at the end.

Erika Singer
Associate

Encl

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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 23151 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 (RAIL-2000-FNBC) 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: 

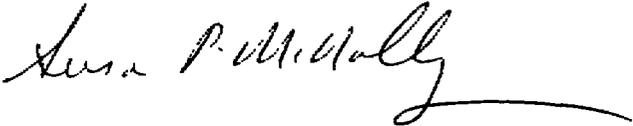
Name: Susan C. Merker
Vice President

Title: _____

STATE OF Connecticut)

Hartford) SS:
COUNTY OF _____)

On this 2nd 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: Joseph L. Carrisi
Name: Joseph Carrisi
Title: V.P.

STATE OF ILLINOIS)

) SS:

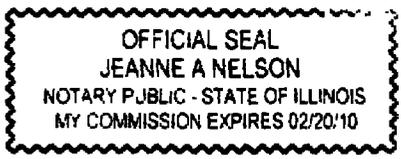
COUNTY OF COOK)

On this 1 of August, 2008, before me personally appeared Joseph A. Luchanick to me personally known, who being duly sworn, state that he is VP 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

My Commission expires 2-20-2010



Schedule A

REPLACEMENT ITEMS

Car Mark	Car Type	Built Date	CC #
NATX 301290-A AAS EH	Tank	2004	709186
NATX 301291-A AAS EH	Tank	2004	709187
NATX 400289-A AAT FQ	Tank	2005	717631
NATX 400290-A AAT FQ	Tank	2005	717632
NATX 251228-A AAS EL	Tank	2006	725535
NATX 251230-A AAS EL	Tank	2006	725537
NATX 302360-A AAT FQ	Tank	2006	726276
NATX 302362-A AAT FQ	Tank	2006	726278
NATX 302365-A AAT FQ	Tank	2006	726281

Schedule B

ITEMS TO BE REPLACED

Car Mark	Car Type	Built Date	CC #
NAHX 581325	Hopper	1999	428187
NAHX 581398	Hopper	1999	428260
NAHX 581486	Plastic	1999	428348
SRV 005310	Box	1999	409337
CWEX 009422	Coal	1999	433015
CWEX 009608	Coal	1999	433201
CWEX 009031	Coal	1999	432625
CWEX 009106	Coal	1999	432699
CWEX 009360	Coal	1999	432953
CWEX 009642	Coal	1999	433235
NAHX 581446	Plastic	1999	428308
NAHX 581315	Plastic	1999	428177
KPLX 005037	Coal	2002	683382