

RECORDATION NO 23658-F FILED

OCT 15 '08

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SURFACE TRANSPORTATION BOARD

ALLEN & OVERY

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RECEIVED  
MANAGEMENT  
SIB

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

Our ref 51231-00008 NY:4164693.1

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 23658A.

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, 23<sup>rd</sup> Floor  
Hartford, Connecticut 06103

Lender: AIG/ F/P Funding (Cayman) Limited  
c/o Maples and Calder  
P.O. Box 309  
Ugland House  
South Church Street  
Georgetown, Grand Cayman  
Cayman Islands KY1-1104

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.

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

Amendment to a Memorandum of Lease and Lease Supplement with Recordation Number 23658A, dated September 27, 2000 and covering railcars with the various series described in Schedules A and B.

Kind regards,

A handwritten signature in black ink, appearing to read 'Erika Singer', with a horizontal line extending to the right.

**Erika Singer**  
Associate

Encl

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## SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF AMENDMENT TO MEMORANDUM OF LOAN AND SECURITY AGREEMENT**

This Memorandum of Amendment to Memorandum of Loan and Security Agreement with Recordation Number 23658-A is made and entered into as of October 3, 2008, by and between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company of Connecticut, not in its individual capacity, but solely as Trustee (hereinafter "Trustee") and AIG-FP FUNDING (CAYMAN) LIMITED (hereinafter "Lender") respecting the Loan and Security Agreement (RAIL-2001-NC) (hereinafter "Loan Agreement") dated as of September 12, 2001, between Trustee and Lender.

Pursuant to the provisions of the Loan Agreement, Trustee and Lender hereby affirm and acknowledge that:

1. Trustee has agreed to grant the Lender a first priority security interest in the Replacement Items of Equipment described in Schedule A attached hereto and the Lender has agreed to release its security interest in the Items of Equipment described in Schedule B hereto and such discharged Items of Equipment are no longer deemed Items of Equipment for any purpose, subject to the terms defined in the Loan Agreement.

2. Lender and Trustee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Loan and Security Agreement is not a summary of the Loan Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Lender and Trustee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Loan and Security Agreement and the provisions of the Loan Agreement, the provisions of the Loan Agreement, as the case may be, shall control.

3. This Memorandum of Amendment to Memorandum of Loan and Security Agreement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.

4. This Memorandum of Amendment to Memorandum of Loan and Security Agreement 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 Loan and Security Agreement 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: Susan C. Merker

Name: Susan C. Merker  
Vice President:

Title: \_\_\_\_\_

STATE OF Connecticut )

**Hartford** )

SS:

COUNTY OF \_\_\_\_\_ )

On this 3rd of Oct, 2008, before me personally appeared Susan C. Metzger, to me personally known, who being duly sworn, state that he 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

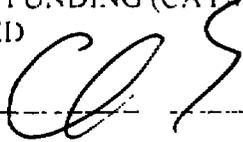
Notary Public *Susan P. McNally*

My Commission expires

SUSAN P. McNALLY  
Notary Public - Connecticut  
My Commission Expires Mar. 31, 2010

LENDER:

AIG-FP FUNDING (CAYMAN)  
LIMITED

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

Name: Christian Toft

 Title: Authorized Signatory

STATE OF CONNECTICUT )

) SS. Wilton

COUNTY OF FAIRFIELD )

On this 26<sup>th</sup> of June, 2008, before me personally appeared Christian Toft,  
to me personally known, who being duly sworn, state that he is an Authorized Signatory of  
AIG-FP FUNDING (CAYMAN) LIMITED, 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

**AMIE MELESHKEWICH**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES NOV. 30, 2008

Schedule A

REPLACEMENT ITEMS

Car Mark	Car Type	Built Date	CC#
NATX 251314-A AAS EI	Tank	2006	725621
NATX 251315-A AAS EI	Tank	2006	725622
NATX 251316-A AAS EI	Tank	2006	725623

Schedule B

ITEMS TO BE REPLACED

Car Mark	Car Type	Built Date	CC#
GEAX 095237	Coal	1995	312101
GEAX 095229	Coal	1995	312093
GEAX 095188	Coal	1995	312052
GEAX 095158	Coal	1995	312022
CHFI 200337	SM/GRV	1994	299867