

RECORDATION NO. 23659-F FILED

OCT 15 2008

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ALLEN & OVERY

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:4164708.1

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 23659.

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 23659, 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 long horizontal flourish extending to the right.

Erika Singer
Associate

Encl

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 23659 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-2001-FNBC) dated September 12, 2001, and the Lease Supplement dated September 12, 2001 (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 Susan P. McNally

My Commission expires

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

LESSEE:

GENERAL ELECTRIC CAPITAL
CORPORATION

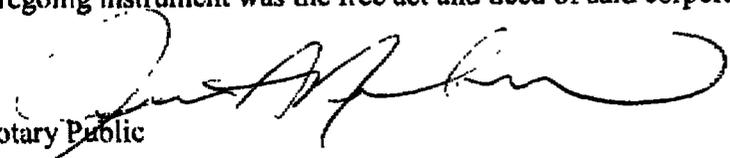
By: Joseph Lattin
Name: Joseph Lattin
Title: VP

STATE OF ILLINOIS)

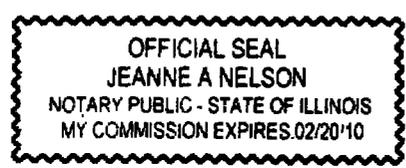
SS:

COUNTY OF COOK)

On this 1 of August, 2008, before me personally appeared Joseph A. Cattanzio 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

My Commission expires 2-20-2010



Schedule A

REPLACEMENT ITEMS

Car Mark	Car Type	Built Date	CC #
NATX 301308-A AAS EH	Tank	2004	709204
NATX 301835-A AAT FQ	Tank	2006	718444
NATX 301836-A AAT FQ	Tank	2006	718445
NATX 301837-A AAT FQ	Tank	2006	718446
NATX 301838-A AAT FQ	Tank	2006	718447
NATX 301839-A AAT FQ	Tank	2006	718448
NATX 301840-A AAT FQ	Tank	2006	718449
NATX 251299-A AAS FL	Tank	2006	725606
NATX 251302-A AAS EL	Tank	2006	725609
NATX 251303-A AAS EL	Tank	2006	725610
NATX 251305-A AAS EL	Tank	2006	725612
NATX 251307-A AAS EL	Tank	2006	725614
NATX 251308-A AAS EL	Tank	2006	725615

Schedule B

ITEMS TO BE REPLACED

Car Mark	Car Type	Built Date	CC #
NAHX 100356	Hopper	1996	314694
(GEAX) DEEX 011326	Coal	1996	315418
(GEAX) DEEX 011369	Coal	1996	315461
NS 293293	Gran	1996	322314
NS 293002	Gran	1996	315817
NS 293186	Gran	1996	322461
NS 293032	Gran	1996	315847
NAHX 100612	Gran	1996	314950
RACX 051708	Tank	1996	310658
(GFAX) DEEX 011604	Coal	1996	319658
(GFAX) DEEX 011578	Coal	1996	319632
RACX 051583	Tank	1996	310533
CHIT 200588	SM/GRAV	1996	318131
(GEAX) DEEX 011347	Coal	1996	315439
(GEAX) DEEX 011354	Coal	1996	315446
(GEAX) DEEX 011368	Coal	1996	315460
(GEAX) DEEX 011555	Coal	1996	319609
NAHX 100447	Gran	1996	314785
YKR 020275	Box	1996	323394
(GEAX) DEEX 011531	Coal	1996	319585
NS 292819	Gran	1998	315083
YKR 020227	Box	1996	323346