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FOUNDED 1866

October 28, 2009

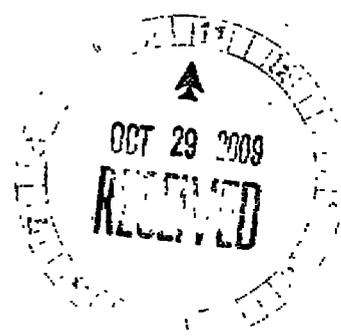
Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 23659-FILED

OCT 29 '09

1-05 PM

SURFACE TRANSPORTATION BOARD



Re: RAIL-2001-FNBC

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) copies of a Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement (RAIL-2001-FNBC), dated October 28, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and Lease Supplement previously filed with the Board under Recordation Number 23659.

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

Lessor: U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but solely as Trustee  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, Connecticut 06103

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

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

9 railcars RELEASED: NS 293013, DEEX 011547 (remarked from GEAX 011547), DEEX 011317 (remarked from GEAX 011317), DEEX 011398 (remarked from GEAX 011398), NAHX 100674, RACX 051713, YKR 020239, NS 293179 and NAHX 070014

and

Anne K. Quinlan, Esq.  
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5 railcars ADDED: NATX 251528, NATX 251529, NATX 251436, NATX 251545 and NATX 251546.

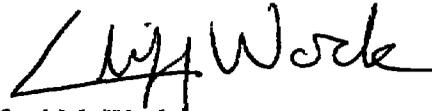
A short summary of the document to appear in the index follows:

Amendment to Memorandum of Lease Agreement and Lease Supplement.

Also, enclosed is a check in the amount of \$41.00 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.

Sincerely yours,



Clifford M. Work

Enclosures

OCT 29 '09

1-05 PM

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, and which was filed with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on September 19, 2001, is made and entered into as of October 28, 2009, by and between U.S. BANK NATIONAL ASSOCIATION (as successor to State Street Bank and Trust Company of Connecticut, National Association), not in its individual capacity but solely as Trustee (hereinafter "Lessor"), and GENERAL ELECTRIC CAPITAL CORPORATION (hereinafter "Lessee") respecting the Replacement Lease Supplement (RAIL-2001-FNBC), dated October 28, 2009, which supplemented the Lease Agreement (RAIL-2001-FNBC), dated September 12, 2001, and Lease Supplement (RAIL-2001-FNBC), dated September 12, 2001 (collectively the "Lease") between Lessor and Lessee.

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

1. For good and valuable consideration, (a) Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor, under the Lease as supplemented, the Replacement Items of Equipment described in Schedule A attached hereto and (b) 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, subject to the terms defined in the Lease.

2. Lessor 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, Lessor 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 Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

*[Remainder of Page Intentionally Left Blank]*

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.

**LESSOR:**

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

By: 

Name: Susan C. Merker

Title: Vice President

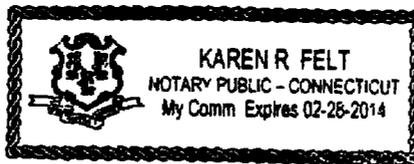
STATE OF CONNECTICUT )  
 ) SS:  
COUNTY OF HARTFORD )

On the 28<sup>th</sup> of October, 2009, before me personally appeared Susan C. Merker, to me personally known, who being duly sworn, that she/he is Vice President of U.S. Bank National Association, that said instrument was signed on behalf of said national banking association by authority of its Bylaws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Notary Public

*Karen R. Felt*

My Commission expires



**LESSEE:**

GENERAL ELECTRIC CAPITAL  
CORPORATION

By: Joseph Lattanzio

Name: Joseph Lattanzio

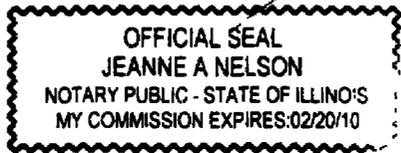
Title: Attorney-in-Fact

STATE OF ILLINOIS            )  
  )    SS:  
COUNTY OF COOK            )

On the 13 of September, 2009, before me personally appeared Joseph LaHoz to me personally known, who being duly sworn, that she/he is Authorised Signatory of GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission expires



**Schedule A**

**REPLACEMENT ITEMS OF EQUIPMENT**

| <b><u>Car Mark</u></b> | <b><u>Car Type</u></b> | <b><u>Built Date</u></b> |
|------------------------|------------------------|--------------------------|
| NATX 251528            | Tank                   | 2008                     |
| NATX 251529            | Tank                   | 2008                     |
| NATX 251436            | Tank                   | 2008                     |
| NATX 251545            | Tank                   | 2008                     |
| NATX 251546            | Tank                   | 2008                     |

## Schedule B

### ITEMS OF EQUIPMENT TO BE REPLACED

| <u>Car Mark</u>                         | <u>Car Type</u> | <u>Built Date</u> |
|---|-----------------|-------------------|
| NS 293013                               | GRAIN           | 1996              |
| DEEX 011547 (remarked from GEAX 011547) | COAL            | 1996              |
| DEEX 011317 (remarked from GEAX 011317) | COAL            | 1996              |
| DEEX 011398 (remarked from GEAX 011398) | COAL            | 1996              |
| NAHX 100674                             | GRAIN           | 1996              |
| RACX 051713                             | TANK            | 1996              |
| YKR 020239                              | BOX             | 1996              |
| NS 293179                               | HOPPER          | 1996              |
| NAHX 070014                             | HOPPER          | 1996              |