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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-I FILED

OCT 29 '09

1-15 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 Loan and Security Agreement (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 Loan and Security Agreement previously filed with the Board under Recordation Number 23659-A.

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, National Association, not in its individual capacity but solely as Trustee  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, Connecticut 06103

Lender: AIG-FP 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 railroad equipment covered by the enclosed documents is:

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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

5 railcars ADDED: NATX 251528, NATX 251529, NATX 251436, NATX 251545 and NATX 251546.

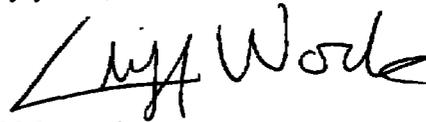
A short summary of the document to appear in the index follows:

Amendment to Memorandum of Loan and Security Agreement.

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

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**MEMORANDUM OF AMENDMENT TO SURFACE TRANSPORTATION BOARD**  
**MEMORANDUM OF LOAN AND SECURITY AGREEMENT**

This Memorandum of Amendment to Memorandum of Loan and Security Agreement with Recordation Number 23659-A, 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 "Trustee"), and AIG-FP FUNDING (CAYMAN) LIMITED (hereinafter "Lender") respecting the Loan and Security Agreement Supplement (RAIL-2001-FNBC), dated October 28, 2009, which supplemented the Loan and Security Agreement (RAIL-2001-FNBC), dated September 12, 2001 (hereinafter, the "Loan Agreement") between Trustee and Lender.

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

1. For good and valuable consideration, (a) Trustee has agreed to grant Lender a first priority security interest in the Replacement Items of Equipment described in Schedule A attached hereto and (b) 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 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 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 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

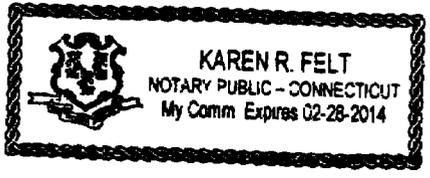
Title: Vice President

STATE OF CONNECTICUT    )  
  )    SS:  
COUNTY OF HARTFORD    )

On the 29<sup>th</sup> of October, 2009, before me personally appeared Susan C. Morley, 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*

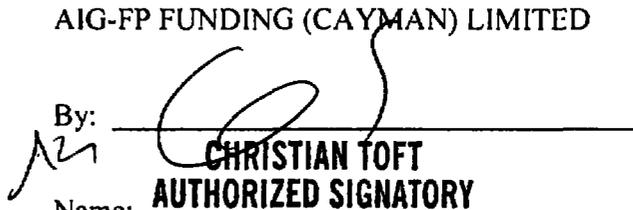
My Commission expires



**LENDER:**

AIG-FP FUNDING (CAYMAN) LIMITED

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

A handwritten signature in black ink, appearing to be 'CT', is written over a horizontal line. The signature is stylized and cursive.

**CHRISTIAN TOFT  
AUTHORIZED SIGNATORY**

Name: \_\_\_\_\_

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

STATE OF CT )  
 ) SS:  
COUNTY OF Fairfield )

On the 15<sup>th</sup> of October, 2009, before me personally appeared Christian Toft, to me personally known, who being duly sworn, that she/he is 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**  
**State of Connecticut**  
**My Commission Expires 11/30/2013**

**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**

<b><u>Car Mark</u></b>	<b><u>Car Type</u></b>	<b><u>Built Date</u></b>
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