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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

April 28, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D.C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement, dated as of September 27, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Trust Indenture previously filed with the Board under Recordation Number 21842-A

The names and addresses of the parties to the enclosed document are

Issuer	GE Railcar Services (successor to GE Capital Railcar Services Canada Company) 421 - 7th Avenue S W , Suite 2401 Calgary, Alberta Canada T2P 4K0
Indenture Trustee:	Computershare Trust Company of Canada (as assignee of Montreal Trust Company of Canada) 100 University Ave., 11th Floor Toronto ON, M5J 2Y1

Chief
Section of Administration
April 28, 2011
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A description of the railroad equipment covered by the enclosed document is.

2 railcars RELEASED: NCLX 217 and NCLX 284.

A short summary of the document to appear in the index is.

Memorandum of Indenture 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.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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Execution Copy

SURFACE TRANSPORTATION BOARD
MEMORANDUM OF INDENTURE SUPPLEMENT

Memorandum of Indenture Supplement made and entered into as of September 27, 2010, by and between GE Railcar Services, as Issuer ("*Issuer*") and Computershare Trust Company of Canada, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. Issuer's predecessor, GE Capital Railcar Services Canada Company and Montreal Trust Company of Canada have entered into that certain Trust Indenture dated as of December 8, 1998 (as amended or supplemented from time to time, the "*Indenture*"), by which Issuer's predecessor has granted a security interest to Montreal Trust Company of Canada (which has subsequently assigned its interest to Computershare Trust Company of Canada) in order to secure Issuer's performance of certain obligations as described in the Indenture.

2. Memoranda of said Indenture was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code. The Trust Indenture was filed on December 8, 1998 and received recordation number 21842-A.

3. The undersigned have entered into a supplemental agreement whereby the Issuer has released, pursuant to the above-described Indenture, the railroad equipment bearing reporting marks as listed on Schedule A from the security interest in the above-described Indenture.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

GE RAILCAR SERVICES, as Issuer

By:


Name: James G. Ferguson
Title: VP Finance

Effective as of September 27, 2010.

COMPUTERSHARE TRUST COMPANY OF
CANADA, as Indenture Trustee

By:

Name:
Title:

By:

Name:
Title:

Effective as of _____, 20__.

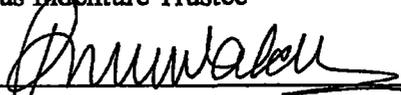
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

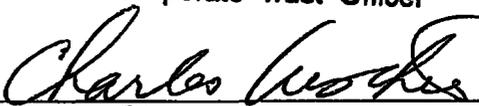
GE RAILCAR SERVICES, as Issuer

By: _____
Name:
Title:

Effective as of _____, 20__.

COMPUTERSHARE TRUST COMPANY OF
CANADA, as Indenture Trustee

By: 
Name: **Patricia Wakelin**
Title: **Corporate Trust Officer**

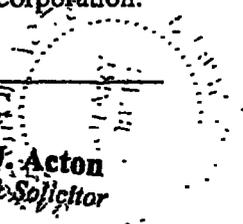
By: 
Name: **Charles Cuschieri**
Title: **Associate Trust Officer**

Effective as of September 27, 2010.

PROVINCE OF Alberta :)
)
) ss.
CITY OF Calgary)

On this 12 day of April, 2011, before me appeared Jim Ferguson, to me personally known, who, being duly sworn did say that he/she is the UP Finance of GE RAILCAR SERVICES, and that said instrument was signed on behalf said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.


NOTARY PUBLIC
Wilson J. Acton
Barrister & Solicitor

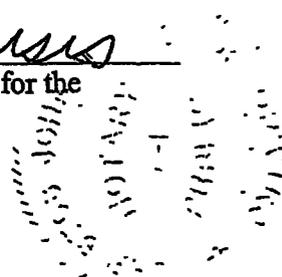


PROVINCE OF ONTARIO)
)
CITY OF TORONTO)

On this 19th day of January, 2011, before me appeared Patricia Wakelin and Charles Cuschieri, to me personally known who, being duly sworn did say that they are a Corporate Trust Officer and an Associate Trust Officer, respectively, of COMPUTERSHARE TRUST COMPANY OF CANADA, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Chris Pius

Notary Public in and for the
Province of Ontario



SCHEDULE A

Railcars to be **RELEASED** from Recordation No. 21842-A

NCLX 284

NCLX 217

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/28/11



Robert W. Alvord