

Tina Amico
VP, Contracts
CIT Rail



September 30, 2015

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 20776-A
FILED SEPTEMBER 30, 2015 1:17 PM
SURFACE TRANSPORTATION BOARD

RE:NRG04007

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as December 28, 2005 for Midwest Generation, LLC that was transferred through a Transfer & Assumption Agreement to NRG Power Marketing, LLC a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: NRG Power Marketing, LLC
211 Carnegie Center
Princeton, NJ 08540

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series Car # MWGX 0282 through Car # MWGX5 05811 as more particularly set forth in the equipment schedule attached to this document. Please transfer the attached Memorandum of Railcar lease, Recordation Number 20776 under Midwest Generation, LLC to NRG Power Marketing, LLC.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.
If you have any questions or concerns, please contact Krishana Wilkerson at 312.906.5921.

Best regards,

/s

Tina Amico
VP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
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Chicago, IL 60606

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Tina.Amico@cit.com

MEMORANDUM OF RAILCAR LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28th day of December, 2005, is made by THE CIT GROUP/EQUIPMENT FINACING, INC. a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and MIDWEST GENERATION, LLC, a Delaware limited liability company, with an address at 440 S. LaSalle Street, Suite 3500, Chicago, IL 60605 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 30, 1997, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on July 17, 1997 and given Recordation Number 20776.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Stephen Z Serpeca
Name: STEPHEN Z SERPECA
Title: SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

MIDWEST GENERATION, LLC

By: Guy F. Gorney
Name: Guy F. Gorney
Title: President

SCHEDULE A

Aluminum Outside Stake BethGon II cars bearing the mark and numbers MWGX 0421 through 0560 inclusive.

Schedule A

<u>Quantity</u>	<u>Description</u>
135	Coal Car Aluminum Rotary Gondola

	<u>Car Initial</u>	<u>Car Number</u>
1	MWGX	282
2	MWGX	283
3	MWGX	284
4	MWGX	285
5	MWGX	286
6	MWGX	287
7	MWGX	292
8	MWGX	293
9	MWGX	295
10	MWGX	296
11	MWGX	298
12	MWGX	299
13	MWGX	300
14	MWGX	304
15	MWGX	306
16	MWGX	312
17	MWGX	315
18	MWGX	316
19	MWGX	317
20	MWGX	319
21	MWGX	321
22	MWGX	323
23	MWGX	324
24	MWGX	325
25	MWGX	326
26	MWGX	327
27	MWGX	328
28	MWGX	329
29	MWGX	330
30	MWGX	331
31	MWGX	332
32	MWGX	333
33	MWGX	334
34	MWGX	335
35	MWGX	338
36	MWGX	339

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37	MWGX	342
38	MWGX	343
39	MWGX	344
40	MWGX	345
41	MWGX	346
42	MWGX	347
43	MWGX	348
44	MWGX	351
45	MWGX	352
46	MWGX	353
47	MWGX	354
48	MWGX	355
49	MWGX	356
50	MWGX	360
51	MWGX	361
52	MWGX	362
53	MWGX	363
54	MWGX	364
55	MWGX	367
56	MWGX	370
57	MWGX	371
58	MWGX	372
59	MWGX	373
60	MWGX	374
61	MWGX	378
62	MWGX	379
63	MWGX	380
64	MWGX	381
65	MWGX	385
66	MWGX	388
67	MWGX	390
68	MWGX	391
69	MWGX	395
70	MWGX	398
71	MWGX	399
72	MWGX	400
73	MWGX	401
74	MWGX	404
75	MWGX	405
76	MWGX	406
77	MWGX	412

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78	MWGX	413
79	MWGX	415
80	MWGX	417
81	MWGX	418
82	MWGX	420
83	CITX	505759
84	CITX	505760
85	CITX	505761
86	CITX	505762
87	CITX	505763
88	CITX	505764
89	CITX	505765
90	CITX	505766
91	CITX	505767
92	CITX	505768
93	CITX	505769
94	CITX	505770
95	CITX	505771
96	CITX	505772
97	CITX	505773
98	CITX	505774
99	CITX	505775
100	CITX	505776
101	CITX	505777
102	CITX	505778
103	CITX	505779
104	CITX	505780
105	CITX	505781
106	CITX	505782
107	CITX	505783
108	CITX	505784
109	CITX	505785
110	CITX	505786
111	CITX	505787
112	CITX	505788
113	CITX	505789
114	CITX	505790
115	CITX	505791
116	CITX	505792
117	CITX	505793
118	CITX	505794
119	CITX	505795
120	CITX	505796

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121	CITX	505797
122	CITX	505798
123	CITX	505799
124	CITX	505800
125	CITX	505801
126	CITX	505802
127	CITX	505803
128	CITX	505804
129	CITX	505805
130	CITX	505806
131	CITX	505807
132	CITX	505808
133	CITX	505809
134	CITX	505810
135	CITX	505811

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