

RECORDATION NO. 21105 FILED

DEC 24 '97 10-45 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

December 24, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 21105-A FILED

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SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Equipment Lease, dated as of November 24, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and five (5) copies of an Assignment and Assumption Agreement, dated as of December 23, 1997, a secondary document related.

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

Lessor/Assignor: JAIX Leasing Company
980 North Michigan Avenue
Suite 1000
Chicago, Illinois 60611

Lessee: Central Power and Light Company
5552 Perkins Road
Alliance, Nebraska 69301

Assignee: Creditanstalt Holding Corporation
2 Greenwich Plaza
Greenwich, Connecticut 06830

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

one hundred and twenty (120) Aluminum BethGon Coalporter cars bearing reporting marks
CSWX 7361-CSWX 7480, inclusive

Country Parts -

(5)

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

DEC 24 '97

10-45 AM

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is made and entered into as of November 24, 1997, by and between JAIX Leasing Company, (hereinafter referred to as "Lessor") and Central Power and Light Company (hereinafter referred to as "Lessee"), respecting that certain Railcar Equipment Lease, dated as of November 24, 1997 (the "Lease"), and Rider 1 thereto, dated as of November 24, 1997 ("Rider 1"), between Lessor and Lessee.

Pursuant to the provisions of the Lease and Rider 1, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor 120 aluminum BethGon coalporter cars marked CSWX 7361 - CSWX 7480, inclusive (the "Railcars").

2. The term of the Lease for any Railcar under Rider 1 shall commence on November 24, 1997 and shall terminate on the date which is the seven year anniversary of the day the last Railcar under the Lease and Rider 1 is accepted by Lessee, provided that the Lease may be sooner terminated as provided therein.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of either the Lease or Rider 1 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 Lease Agreement and the provisions of the Lease or Rider 1, the provisions of the Lease or Rider 1, as the case may be, shall control.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

LESSOR:

JAIX LEASING COMPANY

By: Edward J. Baker
Name: Edward J. Baker
Title: PRESIDENT

LESSEE:

CENTRAL POWER AND LIGHT
COMPANY

By: Marguerite C. Mills
Name: MARGUERITE C. MILLS
Title: AUTHORIZED AGENT

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 24th day of November, 1997 before me personally appeared Edward J. Whalen, to me personally known, who being duly sworn, says that he is a President of JAIX LEASING COMPANY, a Delaware 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.

Cynthia D. Martin
Notary Public

[NOTARIAL SEAL]



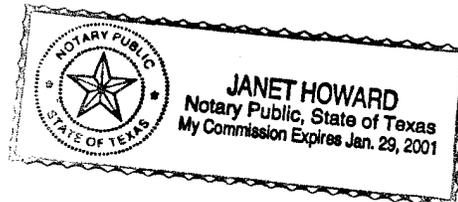
My Commission Expires: 7-16-2000

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this 24th day of November, 1997, before me personally appeared MARGUERITE C. MILLS, to me personally known, who being by me duly sworn, says that he is an AUTHORIZED AGENT of CENTRAL POWER AND LIGHT COMPANY, a Texas corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janet Howard
Notary Public

[NOTARIAL SEAL]



My Commission expires: 1-29-2001