November 17, 1999

RECORDATION NO. 22525, A FILED

NOV 17 '99 11-00AM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Kim Bartman

Re: TXU Electric Company Synthetic Lease Financing of Railroad Equipment

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the documents described below. As one of the attorneys representing the Agent Lessor in this transaction, I have knowledge of the matters described in this letter.

(1) Memorandum of Lease, dated as of November 18, 1999, between Dresdner Kleinwort Benson North America Leasing, Inc., not in its individual capacity, but solely as Agent Lessor (the *"Agent Lessor"*), and TXU Electric Company, as Lessee (the *"Lessee"*); and

(2) Memorandum of Lease Supplement No. 1, dated as of November 18, 1999, between the Lessee and the Agent Lessor.

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

MEMORANDUM OF LEASE AND MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: TXU Electric Company
Energy Plaza
1601 Bryan Street
Dallas, Texas 75201

Agent Lessor: Dresdner Kleinwort Benson North America Leasing, Inc.
75 Wall Street
New York, New York 10005-2889

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The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease and Memorandum of Lease Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of fifty-two dollars ($52.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE:

Memorandum of Lease between Dresdner Kleinwort Benson North America Leasing, Inc., not in its individual capacity, but solely as Agent Lessor, 75 Wall Street, New York, New York 10005-2889, and TXU Electric Company, as Lessee, Energy Plaza, 1601 Bryan Street, Dallas, Texas 75201, dated as of November 18, 1999, covering the railroad equipment bearing the reporting marks listed in the exhibit attached thereto.

(2) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 between Dresdner Kleinwort Benson North America Leasing, Inc., not in its individual capacity, but solely as Agent Lessor, 75 Wall Street, New York, New York 10005-2889, and TXU Electric Company, as Lessee, Energy Plaza, 1601 Bryan Street, Dallas, Texas 75201, dated as of November 18, 1999, covering railroad equipment bearing the reporting marks listed in the exhibit attached thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease between the Agent Lessor and the Lessee dated as of November 18, 1999, which is filed concurrently herewith.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/b
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Aluminum Rapid Discharge IV Coal Cars	122	TXUX 990001 through TXUX 990093 inclusive TXUX 990096 through TXUX 990100 inclusive TXUX 990105 through TXUX 990107 inclusive TXUX 990120 TXUX 990123 through TXUX 990138 inclusive TXUX 990142 TXUX 990150 TXUX 990153 TXUX 990155

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MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Memorandum of Lease Supplement No. 1, made and entered into as of November 18, 1999, by and between Dresdner Kleinwort Benson North America Leasing, Inc., a Delaware corporation, not in its individual capacity, but solely as Agent Lessor (*"Agent Lessor"*), and TXU Electric Company, a Texas corporation, as Lessee (*"Lessee"*).

WITNESSETH:

1. The undersigned have entered into that certain Lease, dated as of November 1, 1999 (the *"Lease"*), effective as of the date first set forth hereinabove and subject to the term defined in said Lease.

2. A memorandum of said Lease is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1, dated November 18, 1999, whereby the terms and provisions of the above-described Lease are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

* * *

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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.

DRESDNER KLEINWORT BENSON NORTH AMERICA LEASING, INC., not in its individual capacity, but solely as Agent Lessor

By _____
Name: JAMES HEARN
Title: SVP

Executed on this 5 day of November, 1999.

By _____
Name: PETER ALDERSON
Title: EVP

Executed on this 5 day of November 1999.

TXU ELECTRIC COMPANY

By _____
Name: Kirk R. Oliver
Title: Treasurer and Assistant Secretary

Executed on this ____ day of November, 1999.

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.

DRESDNER KLEINWORT BENSON NORTH AMERICA LEASING, INC., not in its individual capacity, but solely as Agent Lessor

By _____
Name:
Title:

Executed on this ____ day of November, 1999.

By _____
Name:
Title:

Executed on this ____ day of November 1999.

TXU ELECTRIC COMPANY

By _____
Name: Kirk R. Oliver
Title: Treasurer and Assistant Secretary

Executed on this 1st day of November, 1999.

STATE OF New York)
) SS.:
COUNTY OF New York)

On this, the 5 day of November, 1999, before me, a Notary Public in and for said County and State, personally appeared James Henson, who being by me duly sworn, says that (s)he is the S.V.P of DRESDNER KLEINWORT BENSON NORTH AMERICA LEASING, INC., that said instrument was signed on November 5, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Eliana Londoño
Name: Eliana Londoño
Notary Public, State of New York # 01ST5073565
My Commission Expires: March 17, 2001
Residing in Queens County

STATE OF New York)
) SS.:
COUNTY OF New York)

On this, the 5 day of November, 1999, before me, a Notary Public in and for said County and State, personally appeared Peter Alderson, who being by me duly sworn, says that (s)he is the E.V.P. of DRESDNER KLEINWORT BENSON NORTH AMERICA LEASING, INC., that said instrument was signed on November 5, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Eliana Londoño
Name: Eliana Londoño
Notary Public, State of New York # 01ST5073565
My Commission Expires: March 17, 2001
Residing in Queens County

STATE OF TEXAS)
) SS.:
COUNTY OF DALLAS)

On this, the 1st day of November, 1999, before me, a Notary Public in and for said County and State, personally appeared Kirk R. Oliver, who being by me duly sworn, says that he is the Treasurer and Assistant Secretary of TXU ELECTRIC COMPANY, that said instrument was signed on November 1, 1999 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Corinne G Blum
Name:
Notary Public
My Commission Expires: May 18, 2003
Residing in Texas

Corinne G. Blum
Notary Public, State of Texas
My Comm. Expires 05-18-03

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Aluminum Rapid Discharge IV Coal Cars	122	TXUX 990001 through TXUX 990093 inclusive TXUX 990096 through TXUX 990100 inclusive TXUX 990105 through TXUX 990107 inclusive TXUX 990120 TXUX 990123 through TXUX 990138 inclusive TXUX 990142 TXUX 990150 TXUX 990153 TXUX 990155