



# LEXIS® Document Services

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JAN 28 '99 9-35AM

January 27, 1999

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Southern Company Energy Marketing L.P. dated 1/19/99.

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

enclosure

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

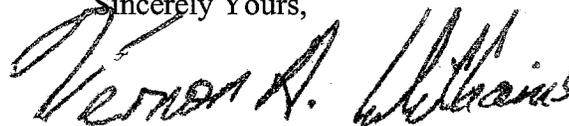
OFFICE OF THE SECRETARY

Rebecca Heisler  
Lexis Document Services  
801 Adlai Stevenson Drive  
Springfield, Illinois 62703-4261

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 1/28/99 at 9:35 AM, and  
assigned recordation numbers (s): 22001

Sincerely Yours,



Vernon A. Williams

26.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature \_\_\_\_\_



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 19th day of January, 1999 is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Southern Company Energy Marketing L.P., a Delaware limited partnership, with an address at 900 Ashwood Parkway, Suite 490, Atlanta, GA 30338-4780 (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 January 19, 1999 covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties 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.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: LAWRENCE E. LITTLEFIELD  
Title: VICE PRESIDENT

SOUTHERN COMPANY ENERGY MARKETING L.P.

By: [Signature]  
Name: MARK STREATER  
Title: VICE PRESIDENT *fil*

STATE OF ) Georgia  
 ) SS:  
COUNTY OF ) Cobb

On this 11 day of January, 1999 before me personally appears Mark Streater, to me personally known, who by me duly sworn, says that he/she is the Vice President of SOUTHERN COMPANY ENERGY MARKETING L.P. (the "Company"), that the foregoing instrument was signed on behalf of the said Company 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 said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Wanda Davis Stender  
Notary Public  
Notary Public, Cobb County, Georgia  
My Commission Expires September 27, 2002

[SEAL]

My Commission expires:

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this 19<sup>th</sup> day of January, 1999 before me personally appears Lawrence Littlefield, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company 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 said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner  
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01 GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires ~~Sept. 3, 1999~~  
2000

**SCHEDULE A**

Quantity  
120

Equipment Description  
Newly built aluminum  
rotary dump Bethgon  
Coalporters

Reporting Marks and Numbers  
CEFX 40730-40834  
CEFX 40905-40919