

RECORDATION NO. 21321-A FILED

LAW OFFICES

JUN 10 '98

9-42AM

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WASHINGTON, D.C. 20006-4103  
202-296-8600

WRITER'S DIRECT LINE  
(312) 750-8935

June 10, 1998

**VIA MESSENGER COURIER**

Mr. Vernon A. Williams  
Secretary  
Office of the Secretary  
The Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Attention: Janice Fort, Room 704

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Statement of New Car Marks and Numbers, dated as of May 27, 1998 (the "Statement of New Car Marks"), between JAIX Leasing Company ("Lessor") and Associated Electric Cooperative, Inc. ("Lessee"), which Statement of New Car Marks is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The Statement of New Car Marks relates to that certain Railcar Equipment Lease, dated as of March 17, 1998 (the "Lease") and Amendment No. 1 to Rider 1 to the Lease, dated as of May 27, 1998, between Lessor and Lessee ("Amendment No. 1"). A Memorandum of Lease Agreement, dated as of March 17, 1998, between Lessor and Lessee relating to the Lease and Rider 1 thereto, dated as of March 17, 1998, between Lessor and Lessee, was duly recorded and filed with The Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on April 8, 1998 and assigned Recordation Number 21321 and is a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed Statement of New Car Marks are:

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

*Counter parts - P. J. [Signature]*

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Lessee: Associated Electric Cooperative, Inc.  
2814 South Golden  
Springfield, Missouri 65801-0754

A description of the railroad equipment covered by the enclosed document is set forth in the Statement of New Car Marks.

Also enclosed is a check in the amount of \$26.00 payable to the order of The Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original copy, the two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Joseph A. McQuade at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

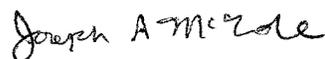
Document to be Recorded

Statement of New Car Marks and Numbers, dated as of May 27, 1998, between JAIX Leasing Company, as Lessor, and Associated Electric Cooperative, Inc., as Lessee, covering 70 aluminum BethGon Coalporter railcars, relating to the Railcar Equipment Lease, dated as of March 17, 1998 and Amendment No. 1 to Rider 1 to the Lease, dated as of May 27, 1998, between Lessor and Lessee.

Primary Document to Which it Relates

Memorandum of Lease Agreement, dated as of March 17, 1998, between Lessor and Lessee relating to the Railcar Equipment Lease, dated as of March 17, 1998 and Rider 1 thereto, dated as of March 17, 1998, between Lessor and Lessee, which was duly recorded and filed with The Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on April 8, 1998 and assigned Recordation Number 21321.

Very truly yours,



Joseph A. McQuade

JAM/bdj  
w/encl.

cc: Robert W. Kleinman  
Susan G. Lichtenfeld

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STATEMENT OF NEW CAR MARKS AND NUMBERS

KNOW ALL MEN BY THESE PRESENTS THAT:

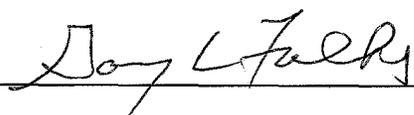
WHEREAS, Associated Electric Cooperative, Inc., a Missouri corporation, and JAIX Leasing Company, a Delaware corporation, have heretofore executed and delivered that certain Memorandum of Railcar Equipment Lease dated as of March 17, 1998 (the "Memorandum"), which document was duly recorded and filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on April 8, 1998 and assigned recordation number 21321; and

WHEREAS, the reporting marks and road numbers described on Schedule 1 to the Memorandum have been changed as set forth on Schedule 1 hereto and the parties hereto desire to reflect such change on the records of the Surface Transportation Board maintained pursuant to 49 U.S.C. §11301.

NOW, THEREFORE, the undersigned do hereby make this Statement of New Car Marks and Numbers and authorize and direct that this document be filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301.

IN WITNESS WHEREOF, the undersigned have caused this instrument to be duly executed and delivered by their duly authorized officer as of the 27th day of May, 1998.

ASSOCIATED ELECTRIC COOPERATIVE, INC.

By: 

Name: Gary L. Fulks

Title: Director, Engineering and Operations

JAIX LEASING COMPANY

By: 

Name: \_\_\_\_\_

Title: David W. Riesmeyer  
Treasurer

JAIX Leasing Company

STATE OF MISSOURI     )  
  ) SS:  
COUNTY OF GREENE    )

On this 5th day of ~~May~~ <sup>June</sup>, 1998 before me personally appears Gary Fuiks, to me personally known, who by me duly sworn, says that he/she is the Dir, Eng & Opr. of ASSOCIATED ELECTRIC COOPERATIVE, 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.

*Jane Ann Corn*  
Notary Public

JANE ANN CORN                   Notary Public  
Greene County                   State of Missouri  
My Commission Expires Dec. 19, 2000

[SEAL]

My Commission expires:

STATE OF ILLINOIS     )  
  ) SS:  
COUNTY OF COOK     )

On this 8th day of ~~May~~ <sup>June</sup>, 1998 before me personally appears DAVID RIESMEYER, to me personally known, who by me duly sworn, says that he/she is the Treasurer of JAIX LEASING COMPANY (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.



*Cynthia D. Martin*  
Notary Public

[SEAL]

My Commission expires: 7-18-2000

**SCHEDULE 1  
TO THE STATEMENT OF NEW CAR NUMBERS  
DATED MAY 27, 1998**

**EQUIPMENT**

70 Aluminum BethGon™ Coalporter Railcars

**Original Car Marks and Numbers:**

JAIX 98361 through JAIX 98430 (both inclusive)

**New Car Marks and Numbers:**

CEFX 40835 through CEFX 40904 (both inclusive)