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April 6, 1999
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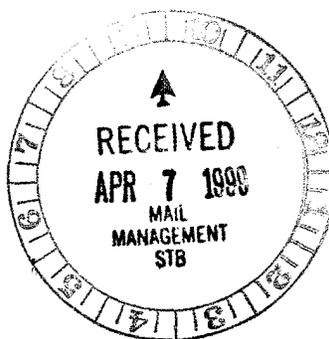
Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

RECORDATION NO. 21321-C

FILED

APR 7 '99

9-30AM



Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Lease Extension between The Cit Group/Equipment Financing Inc. and JAIX Leasing Company and Associated Electric Corporation dated 3/15/99 and refers to original STB filing #21321-A.

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

After recording the document, please return the acknowledgment copy to my attention using First class mail.

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

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15th day of March, 1999, is made by The CIT Group/Equipment Financing, Inc. as assignee of JAIX Leasing Company, a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor") and, Associated Electric Cooperative, Inc., a Missouri corporation, with an address at 2814 South Goldon, P.O. Box 754, Springfield, MO 65801-0754 (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 Lease Extension Certificate (the "Certificate") dated as of 03/15/99 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of March 17, 1998 (the "Lease");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, 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 extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, 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 Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 
Name: LAWRENCE E. LITTLEFIELD
Title: VICE PRESIDENT

ASSOCIATED ELECTRIC COOPERATIVE, INC.,

By: 
Name: Gary L. Fulks
Title: Director, Engineering & Operations

RECORDATION NO. 21321-C FILED

APR 7 '99

9-30AM

STATE OF)
) SS:
COUNTY OF Greene)

On this 15th day of March, 19⁹⁹ before me personally appears Gary L. Fulks, to me personally known, who by me duly sworn, says that he/she is the Director, Engineering & Operations 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

[SEAL]

My Commission expires:
December 19, 2000

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

On this 29th day of March, 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.


Notary Public

[SEAL]

My Commission expires

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

SCHEDULE A

Number of Cars and Car Description

Car Mark and Numbers

(70) Aluminum BethGon Coalporter Railcars

CEFX 40835 - 40904