

LAW OFFICES

RECORDATION NO. 216 26-A FILED

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567

312-558-1000

WRITER'S DIRECT LINE: (312) 750-8935
WRITER'S EMAIL: joseph.mcquade@rosshardies.com

NOV 12 '98

10-07 AM

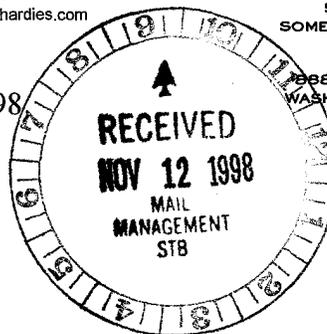
TELECOPIER
312-750-8600

PARK AVENUE TOWER
65 EAST 55TH STREET
NEW YORK, NEW YORK 10022-3219
212-421-5555

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
732-563-2700

1988 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

November 11, 1998



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RECEIVED
SURFACE TRANSPORTATION
BOARD

VIA OVERNIGHT DELIVERY

Mr. Vernon A. Williams
Secretary
Office of the Secretary
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 October 15, 1998 (the "Statement of New Car Marks"), between JAIX Leasing Company ("Lessor") and Texas Utilities Electric Company ("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 Memorandum of Railcar Equipment Lease, dated as of August 1, 1998 (the "Memorandum of Lease"), between Lessor and Lessee, which was filed with the Surface Transportation Board on September 8, 1998 and assigned recordation number 21626. The Memorandum of Lease is a primary document to which the Statement of New Car Marks relates.

The names and addresses of the parties to the enclosed Memorandum of Assignment are:

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

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Lessee: Texas Utilities Electric Company
1601 Bryan Street
Dallas, Texas 75201-3411

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 and the two stamped photostatic copies of the enclosed document to Joseph A. McQuade, Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

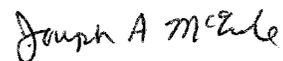
Secondary Document to be Recorded

Statement of New Car Marks and Numbers, dated as of October 15, 1998, between JAIX Leasing Company, as Lessor, and Texas Utilities Electric Company, as Lessee, relating to 115 aluminum AutoFlood coal cars.

Primary Document to which it Relates

Memorandum of Railcar Equipment Lease, dated as of August 1, 1998, between JAIX Leasing Company, as Lessor, and Texas Utilities Electric Company, as Lessee, recorded with the Surface Transportation Board on September 8, 1998 and assigned recordation number 21626.

Very truly yours,



Joseph A. McQuade

JAM/vgc
w/encl.

cc: Robert W. Kleinman
Susan G. Lichtenfeld

STATEMENT OF NEW CAR MARKS AND NUMBERS

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, Texas Utilities Electric Company, a Texas corporation, and JAIX Leasing Company, a Delaware corporation, have heretofore executed and delivered that certain Memorandum of Railcar Equipment Lease dated as of August 1, 1998 (the "Memorandum"), which document was duly recorded and filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on September 8, 1998 and assigned recordation number 21626; 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 15th day of October, 1998.

TEXAS UTILITIES ELECTRIC COMPANY

By: CW Jenkins III
Name: C.W. JENKINS III
Title: VICE PRESIDENT

JJ

JAIX LEASING COMPANY

By: Edward J. Whalen
Name: EDWARD J. WHALEN
Title: PRESIDENT

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

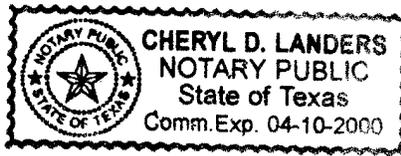
On this 02 day of Nov., 1998 before me personally appears C.W. JENKINS III, to me personally known, who by me duly sworn, says that he/she is the VICE PRESIDENT of TEXAS UTILITIES ELECTRIC COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of 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.

Notary Public

[SEAL]

My Commission expires:



Cheryl D. Landers
11-02-1998

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

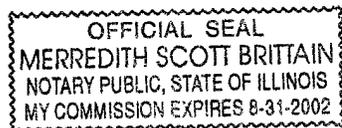
On this 09 day of NOVEMBER, 1998 before me personally appears EDWARD J. WHALEN, to me personally known, who by me duly sworn, says that he/she is the PRESIDENT of JAIX LEASING COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of 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.

Notary Public

[SEAL]

My Commission expires: 8-31-2002



Meredith Scott Brittain
11-9-98

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

EQUIPMENT

115 Aluminum AutoFlood Coal Cars

Original Car Marks and Numbers:

JAIX 98001 through JAIX 98115 (both inclusive)

New Car Marks and Numbers:

JAIX 99001 through JAIX 99115 (both inclusive)