

NationsBanc Leasing Corporation
NC1-002-38-20
101 South Tryon Street
Charlotte, NC 28255

Tel 704 386-8990
Fax 704 386-0892

RECEIVED
SURFACE TRANSPORTATION
BOARD
JAN 17 10 53 AM '97
RECEIVED
SURFACE TRANSPORTATION
BOARD

RECORDATION NO. 20505
FILED 1425
JAN 17 1997 - 10 55 AM

NationsBank

December 26, 1996

Secretary
Surface Transportation Board
1201 Constitution Avenue, NW
Room 2311
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated as of December 27, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: NationsBanc Leasing Corporation of North Carolina
NationsBank Plaza
101 South Tryon Street, NC1-002-38-20
Charlotte, NC 28255-0001

Lessee: Central Power and Light Company
1616 Woodall Rodgers Freeway
Dallas, Texas 75266-0164

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return one stamped original of the enclosed document to the undersigned

Very truly yours,

NATIONSBANK LEASING CORPORATION
OF NORTH CAROLINA

Mr. Randall Ross

Senior Vice President

Enclosures

F:\DOCS\RIK\BANKING\230843_1.DOC



Official Sponsor
1994/1996

A subsidiary of NationsBank Corporation

SCHEDULE I

DESCRIPTION OF EQUIPMENT

1. Number of Cars: 120
2. Description of Cars: 440 c.f. Aluminum BethGon Coalporter Cars
3. Marks: CCTX
4. Car Numbers: 6001
6026
6030
6064
6117
6159
6240
6243
6247
6249
6250
6252-6360

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OF NORTH CAROLINA

Mr. Randall Ross

Senior Vice President

Enclosures

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Official Sponsor
1994/1996

A subsidiary of NationsBank Corporation

Dear Mrs. Fort,

*The additional part of
the filing fee is
enclosed. Thanks for
your assistance!*

R Ross

RECORDED COPY 20505
JAN 16 1997 10 53 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
JAN 17 10 53 AM '97

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

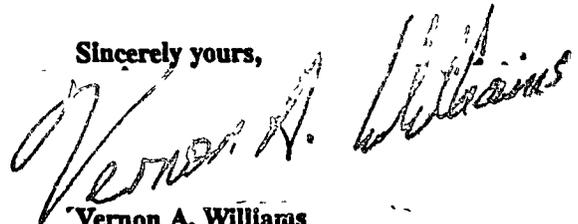
1/17/97

M. Randall Ross
Senior Vice President
NationsBank Leasing Corporation
Of North Carolina
NationsBanc Leasing Corporation
101 South Tryon Street
Charlotte, NC 28255

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 1/17/97 at 10:55AM, and
assigned recordation number(s). 20505.

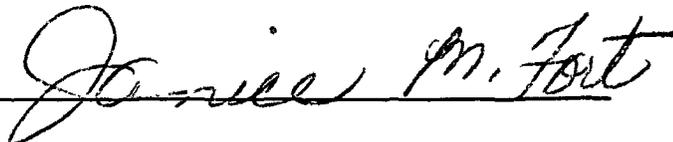
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



REGISTRATION NO: 20505
JAN 17 1997 - 10 55 AM

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 27, is between NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA ("Lessor") and CENTRAL POWER AND LIGHT COMPANY ("Lessee").

WHEREAS, the Lessor and the Lessee are entering into that certain Master Equipment Lease Agreement dated as of December 27, 1996 (the "Lease") which places under lease that certain equipment set forth on Schedule I attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA

By: Mr. Randall Ross
Name: M. RANDALL ROSS
Title: SENIOR VICE PRESIDENT

CENTRAL POWER AND LIGHT COMPANY

By: Scott Wiederman
Name: SCOTT WIEDERMAN
Title: AUTHORIZED AGENT

STATE OF North Carolina

COUNTY OF Mecklenburg

I, Candace L. Dorfo a Notary Public in and for said state and county, do hereby certify that M. Randall Ross personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 27 day of Dec., 1996

Candace L. Dorfo

Notary Public

My commission expires: December 4, 1999

[NOTARY SEAL]

STATE OF Texas

COUNTY OF Dallas

I, Kathie Powell, a Notary Public in and for said state and county, do hereby certify that Scott Wederhausen personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 27 day of December, 1996

Kathie Powell

Notary Public

My commission expires:

July 18 2000



[NOTARY SEAL]

SCHEDULE I

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