

MAY 9 '97 1:24 PM

MOORE & VAN ALLEN, PLLC
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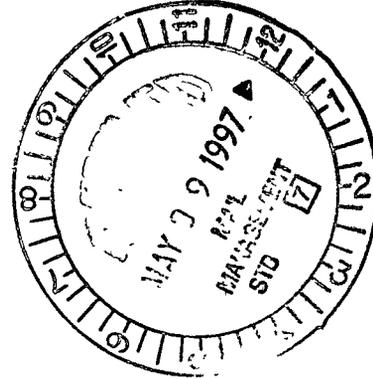
NATIONSBANK CORPORATE CENTER
100 NORTH TRYON STREET FLOOR 47
CHARLOTTE, NORTH CAROLINA 28202-4003

TELEPHONE 704-331-1000
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704-378-1944

May 8, 1997

VIA FEDERAL EXPRESS

Secretary Vernon A. Williams
Surface Transportation Board
1925 K Street, NW
Suite 700
Washington, DC 20423



MAY 9 1 24 PM '97

Re: Release of Equipment Subject to Master Equipment Lease Agreement and Memorandum of Lease Agreement under Recordation No. 20505

Dear Mr. Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of Release of Equipment Subject to Master Equipment Lease Agreement and Memorandum of Lease Agreement under Recordation No. 20505, each a primary document as defined in the Board's Rules for the Recordation of Documents.

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule I attached hereto. Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Please return two (2) stamped originals of the enclosed documents to the undersigned. If you have any questions regarding these documents or this matter, please do not hesitate to contact me at (704) 331-2444

Respectfully,

MOORE & VAN ALLEN, PLLC

Stephen D. Pillow
Legal Assistant

sdp

Enclosures

cc: Robert I. Kenny, Esq. (without enclosures)

SCHEDULE I

DESCRIPTION OF EQUIPMENT

1. Number of Cars: 120
2. Description of Cars: 4400 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

Surface Transportation Board
Washington, D.C. 20423-0001

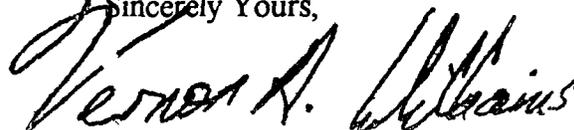
5 #9/97

Stephen D. Pillow
Legal Assistant
Moore & Van Allen, PLLC
100 North Tryon Street, Floor 47
Charlotte, North Carolina 28202-4003

Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3(c), on 5/9/97 at 1:24PM, and assigned recordation number (s). 20505-A.

Sincerely Yours,

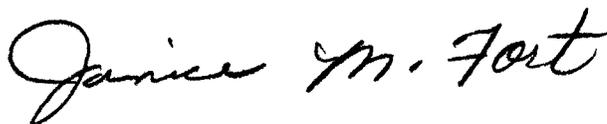


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 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 acknowledgement the fee paid is correct. This is accepted subject to review of the document which as 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 Surface Transportation Board has had an opportunity to examine your document.

Signature:



MAY 9 '97

1-24 PM

RELEASE OF EQUIPMENT SUBJECT TO MASTER EQUIPMENT
LEASE AGREEMENT AND MEMORANDUM OF LEASE AGREEMENT
UNDER RECORDATION NO. 20505

THIS RELEASE OF EQUIPMENT SUBJECT TO MASTER EQUIPMENT LEASE AGREEMENT AND MEMORANDUM OF LEASE AGREEMENT is made as of April 1, 1997 by NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA ("Lessor") for the benefit of CENTRAL POWER AND LIGHT COMPANY ("Lessee").

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

WHEREAS, a Memorandum of Lease Agreement dated as of December 27, 1996 (the "Memorandum of Lease") was filed and recorded with the Surface Transportation Board under recordation no. 20505 (hereinafter, the Master Lease together with the Memorandum of Lease, being referred to herein as the "Lease"); and

WHEREAS, on March 27, 1997 the Equipment was released from the terms of the Lease.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Lessor does hereby fully release the Equipment from the Lease.

IN WITNESS WHEREOF, Lessor has duly executed this Release of Equipment Subject to Master Equipment Lease Agreement and Memorandum of Lease Agreement as of the date first above written.

NATIONSBANC LEASING CORPORATION
OF NORTH CAROLINA

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

STATE OF North Carolina

COUNTY OF Lincoln

I, Vanessa H. Griffith, a Notary Public in and for said state and county, do hereby certify that M. Randall Cross personally appeared before me this day and acknowledged his due execution of the foregoing Release of Equipment Subject to Master Equipment Lease Agreement and Memorandum of Lease Agreement.

Witness my hand and official seal this 4th day of April, 1997.

Vanessa H. Griffith
Notary Public

My commission expires: 6-21-97

[NOTARY SEAL]

SCHEDULE I

DESCRIPTION OF EQUIPMENT

1. Number of Cars: 120
2. Description of Cars: 4400 c.f. Aluminum BethGon Coalporter Cars
3. Marks: CCTX
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