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RECORDATION NO. 24383 FILED  
MAR 31 '03 11-49 AM  
SURFACE TRANSPORTATION BOARD

March 31, 2003

Mr. Vernon A. Williams  
Secretary  
Office of the Secretary  
Surface Transportation Board  
1925 K Street, N.W., Suite 700  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three original executed copies of the Memorandum of Railcar Equipment Lease, dated as of April 1, 2003 (the "Memorandum of Lease"), between JAIX Leasing Company ("Lessor") and NRG Power Marketing Inc. ("Lessee"), which Memorandum of Lease is a primary document as defined in the Commission's Rules for the Recordation of Documents. The Memorandum of Lease relates to that certain Full Service Railcar Equipment Lease, dated as of April 1, 2003 (the "Lease"), and Rider 1 to the Lease, dated as of April 1, 2003, between Lessor and Lessee.

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

Lessor: JAIX Leasing Company  
20 North Wacker Drive  
Suite 2200  
Chicago, Illinois 60606

Lessee: NRG Power Marketing Inc.  
901 Marquette Avenue  
Suite 2500  
Minneapolis, Minnesota 55402

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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Mr. Vernon A. Williams  
March 31, 2003  
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Kindly return two stamped original copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Primary Document to be Recorded

Memorandum of Railcar Equipment Lease, dated as of April 1, 2003, between JAIX Leasing Company, as Lessor, and NRG Power Marketing Inc., as Lessee, and Rider 1 thereto, covering 125 aluminum BethGon II Gondolas described therein.

Very truly yours,

  
Susan G. Lichtenfeld

SGL:vgc  
w/encl.

**MEMORANDUM OF RAILCAR EQUIPMENT LEASE**

THIS MEMORANDUM OF RAILCAR EQUIPMENT LEASE dated as of this 1<sup>st</sup> day of April, 2003, is made by NRG Power Marketing Inc., a Delaware corporation, with an address at 901 Marquette Avenue, Suite 2500, Minneapolis, Minnesota 55402 (the "Lessee"), and JAIX Leasing Company, a Delaware corporation, with an address at 20 North Wacker Drive, Suite 2200, Chicago, Illinois 60606 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Equipment Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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 leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

NRG POWER MARKETING INC.

By: *Patrick J. Panzani*  
Name: PATRICK J. PANZANI  
Title: DIRECTOR COAL & EMISSIONS

RECORDATION NO. 24383 FILED

JAIX LEASING COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

MAR 31 '03 11:49 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF RAILCAR EQUIPMENT LEASE**

THIS MEMORANDUM OF RAILCAR EQUIPMENT LEASE dated as of this 1<sup>st</sup> day of April, 2003, is made by NRG Power Marketing Inc., a Delaware corporation, with an address at 901 Marquette Avenue, Suite 2500, Minneapolis, Minnesota 55402 (the "Lessee"), and JAIX Leasing Company, a Delaware corporation, with an address at 20 North Wacker Drive, Suite 2200, Chicago, Illinois 60606 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Equipment Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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 leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

NRG POWER MARKETING INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

JAIX LEASING COMPANY

By:   
Name: Edward J. Walsh  
Title: Vice President

STATE OF MINNESOTA            )  
  ) SS:  
COUNTY OF Hennepin        )

On this 28<sup>th</sup> day of March, 2003 before me personally appears Patrick Panzarino, to me personally known, who by me duly sworn, says that he/she is the Director Coal & Emissions of NRG POWER MARKETING 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.

[SEAL]

Lisa A. Balder  
Notary Public

My Commission expires: Jan. 31, 2005

STATE OF ILLINOIS            )  
  ) SS:  
COUNTY OF COOK            )

On this \_\_\_\_\_ day of March, 2003 before me personally appears \_\_\_\_\_, to me personally known, who by me duly sworn, says that he/she is the \_\_\_\_\_ 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.

[SEAL]

\_\_\_\_\_  
Notary Public

My Commission expires:



**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR EQUIPMENT LEASE  
DATED AS OF APRIL 1, 2003**

**EQUIPMENT**

125 aluminum BethGon II gondolas bearing the following road marks and numbers:

CEFX 45104  
CEFX 45111 - CEFX 45134  
CEFX 45137  
CEFX 45139 - CEFX 45141  
CEFX 45143 - CEFX 45153  
CEFX 45155 - CEFX 45239