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RECORDATION NO. 24606 FILED

SEP 24 '03

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SURFACE TRANSPORTATION BOARD



September 23, 2002

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 31, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **SOUTH CAROLINA PUBLIC SERVICE AUTHORITY**  
P.O. Box 2946101, One Riverwood Drive, Moncks Corner,  
South Carolina 29461-2901

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **SOUTH CAROLINA PUBLIC SERVICE AUTHORITY** covering 230 coal hoppers with reporting marks and numbers — CEFX 64871 – CEFX 65100 INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31 day of March, 2003, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and SOUTH CAROLINA PUBLIC SERVICE AUTHORITY, a South Carolina state corporation, with an address at P.O. Box 2946101, One Riverwood Drive, Moncks Corner, South Carolina 29461-2901 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee have entered into that certain Rider No. 1 incorporating the terms of Railcar Lease Agreement, dated as of March 31, 2003 ("Rider No. 1"), incorporating the terms of that certain Railcar Lease Agreement dated October 1, 2000 ("Lease Agreement"), by and between Lessee and The CIT Group/Equipment Financing, Inc., as amended by that certain Amendment and Extension to Railcar Lease Agreement dated as of January 15, 2003 ("Amendment No. 1")(Rider No. 1, as it incorporates the terms of the Lease Agreement and Amendment No. 1, referred to herein as the "Lease"), ~~puruant to which a Memorandum of Railcar Lease was filed with the Surface transportation Board on \_\_\_\_\_, 2003 as Recordation No. \_\_\_\_\_; and~~

WHEREAS, the Lease provides for, among other things, the lease of railcars as listed on Schedule A attached hereto (the "Equipment") and the Parties wish to show for the public record the existence of the aforesaid Schedule A 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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its <sup>EXCLUSIVE FILES Committee</sup> Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

C.I.T. LEASING CORPORATION  
By: Joseph F. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

SOUTH CAROLINA PUBLIC SERVICE AUTHORITY  
By: D. L. Wright  
Name: D. L. WRIGHT  
Title: MANAGER, PROCUREMENT

# Schedule A

**Number of Cars**

**Equipment Description**

230

4,300 C.F. aluminum bottom discharge coal hopper

1	CEFX	64871	53	CEFX	64923	105	CEFX	64975
2	CEFX	64872	54	CEFX	64924	106	CEFX	64976
3	CEFX	64873	55	CEFX	64925	107	CEFX	64977
4	CEFX	64874	56	CEFX	64926	108	CEFX	64978
5	CEFX	64875	57	CEFX	64927	109	CEFX	64979
6	CEFX	64876	58	CEFX	64928	110	CEFX	64980
7	CEFX	64877	59	CEFX	64929	111	CEFX	64981
8	CEFX	64878	60	CEFX	64930	112	CEFX	64982
9	CEFX	64879	61	CEFX	64931	113	CEFX	64983
10	CEFX	64880	62	CEFX	64932	114	CEFX	64984
11	CEFX	64881	63	CEFX	64933	115	CEFX	64985
12	CEFX	64882	64	CEFX	64934	116	CEFX	64986
13	CEFX	64883	65	CEFX	64935	117	CEFX	64987
14	CEFX	64884	66	CEFX	64936	118	CEFX	64988
15	CEFX	64885	67	CEFX	64937	119	CEFX	64989
16	CEFX	64886	68	CEFX	64938	120	CEFX	64990
17	CEFX	64887	69	CEFX	64939	121	CEFX	64991
18	CEFX	64888	70	CEFX	64940	122	CEFX	64992
19	CEFX	64889	71	CEFX	64941	123	CEFX	64993
20	CEFX	64890	72	CEFX	64942	124	CEFX	64994
21	CEFX	64891	73	CEFX	64943	125	CEFX	64995
22	CEFX	64892	74	CEFX	64944	126	CEFX	64996
23	CEFX	64893	75	CEFX	64945	127	CEFX	64997
24	CEFX	64894	76	CEFX	64946	128	CEFX	64998
25	CEFX	64895	77	CEFX	64947	129	CEFX	64999
26	CEFX	64896	78	CEFX	64948	130	CEFX	65000
27	CEFX	64897	79	CEFX	64949	131	CEFX	65001
28	CEFX	64898	80	CEFX	64950	132	CEFX	65002
29	CEFX	64899	81	CEFX	64951	133	CEFX	65003
30	CEFX	64900	82	CEFX	64952	134	CEFX	65004
31	CEFX	64901	83	CEFX	64953	135	CEFX	65005
32	CEFX	64902	84	CEFX	64954	136	CEFX	65006
33	CEFX	64903	85	CEFX	64955	137	CEFX	65007
34	CEFX	64904	86	CEFX	64956	138	CEFX	65008
35	CEFX	64905	87	CEFX	64957	139	CEFX	65009
36	CEFX	64906	88	CEFX	64958	140	CEFX	65010
37	CEFX	64907	89	CEFX	64959	141	CEFX	65011
38	CEFX	64908	90	CEFX	64960	142	CEFX	65012
39	CEFX	64909	91	CEFX	64961	143	CEFX	65013
40	CEFX	64910	92	CEFX	64962	144	CEFX	65014
41	CEFX	64911	93	CEFX	64963	145	CEFX	65015
42	CEFX	64912	94	CEFX	64964	146	CEFX	65016
43	CEFX	64913	95	CEFX	64965	147	CEFX	65017
44	CEFX	64914	96	CEFX	64966	148	CEFX	65018
45	CEFX	64915	97	CEFX	64967	149	CEFX	65019
46	CEFX	64916	98	CEFX	64968	150	CEFX	65020
47	CEFX	64917	99	CEFX	64969	151	CEFX	65021
48	CEFX	64918	100	CEFX	64970	152	CEFX	65022
49	CEFX	64919	101	CEFX	64971	153	CEFX	65023
50	CEFX	64920	102	CEFX	64972	154	CEFX	65024
51	CEFX	64921	103	CEFX	64973	155	CEFX	65025
52	CEFX	64922	104	CEFX	64974	156	CEFX	65026

## Schedule A

### Number of Cars

### Equipment Description

230		4,300 C.F. aluminum bottom discharge coal hopper			
157	CEFX	65027	209	CEFX	65079
158	CEFX	65028	210	CEFX	65080
159	CEFX	65029	211	CEFX	65081
160	CEFX	65030	212	CEFX	65082
161	CEFX	65031	213	CEFX	65083
162	CEFX	65032	214	CEFX	65084
163	CEFX	65033	215	CEFX	65085
164	CEFX	65034	216	CEFX	65086
165	CEFX	65035	217	CEFX	65087
166	CEFX	65036	218	CEFX	65088
167	CEFX	65037	219	CEFX	65089
168	CEFX	65038	220	CEFX	65090
169	CEFX	65039	221	CEFX	65091
170	CEFX	65040	222	CEFX	65092
171	CEFX	65041	223	CEFX	65093
172	CEFX	65042	224	CEFX	65094
173	CEFX	65043	225	CEFX	65095
174	CEFX	65044	226	CEFX	65096
175	CEFX	65045	227	CEFX	65097
176	CEFX	65046	228	CEFX	65098
177	CEFX	65047	229	CEFX	65099
178	CEFX	65048	230	CEFX	65100
179	CEFX	65049			
180	CEFX	65050			
181	CEFX	65051			
182	CEFX	65052			
183	CEFX	65053			
184	CEFX	65054			
185	CEFX	65055			
186	CEFX	65056			
187	CEFX	65057			
188	CEFX	65058			
189	CEFX	65059			
190	CEFX	65060			
191	CEFX	65061			
192	CEFX	65062			
193	CEFX	65063			
194	CEFX	65064			
195	CEFX	65065			
196	CEFX	65066			
197	CEFX	65067			
198	CEFX	65068			
199	CEFX	65069			
200	CEFX	65070			
201	CEFX	65071			
202	CEFX	65072			
203	CEFX	65073			
204	CEFX	65074			
205	CEFX	65075			
206	CEFX	65076			
207	CEFX	65077			
208	CEFX	65078			