



CORPORATION SERVICE COMPANY

RECORDATION NO. 21548-1 FILED

JUL 28 '04 10-51 AM

SURFACE TRANSPORTATION BOARD



July 23, 2004

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 June 24, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **TEXAS GENCO, LP**
Coal & Lignite Fuels, 10th Floor PO Box 2846 Houston, TX 77252-2846

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: **TEXAS GENCO, LP**, covering 119 rail cars with reporting marks and numbers -CEFX 40595 - CEFX 44465, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation # 21548 dated 8/6/98 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 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

RECORDATION NO. 21548-D FILED
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MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24 day of June, 2004, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor") and, TEXAS GENCO, LP as assignee of RELIANT ENERGY, INC., a Texas limited partnership, with an address at Coal & Lignite Fuels, 10th Floor, P.O. Box 2846, Houston, TX 77252-2846 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of June 24, 2004 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railcar Equipment Lease originally dated as of July 2, 1998 (the "Lease"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on August 6, 1998 as recordation number 21548.

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

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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

TEXAS GENCO, LP as assignee of
RELIANT ENERGY, INC., by
TEXAS GENCO GP, LLC as general partner

By: David G. Tees
Name: David G. Tees
Title: President & CEO

SCHEDULE A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
119	4480 c.f. Bethgon Coalporter railcars	CEFX 40595, 40597-40599, 40601-40607, 40609-40621, 40623-40625, 40627-40631, 40633-40639, 40641-40643, 40646-40658, 40660-40662, 40664-40676, 40678-40691, 40693, 40694, 40696, 40697, 40699, 40700, 40702-40704, 40706-40708, 40710, 40712- 40722, 40724-40726, 40728, 40729, 40328, 40330, 40451, 44427, 44465.