

**Piper Rudnick**

RECORDATION NO. 24383-E FILED

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OCT 15 '04 2-17 PM

SURFACE TRANSPORTATION BOARD

SUSAN G. LICHTENFELD  
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direct 312.368.2125  
direct fax 312.630.6338

October 14, 2004



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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one executed original and two photostatic copies of the Memorandum of Assignment of Lease, dated as of September 30, 2004 (the "Memorandum") between JAIX Leasing Company, as Transferor, and C.I.T. Leasing Corporation, as Transferee, which Memorandum is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Memorandum relates to that certain Full Service Railcar Equipment Lease, dated as of April 1, 2003, and Rider 1 thereto dated April 1, 2003, between JAIX Leasing Company, as lessor, and NRG Power Marketing Inc., as lessee. A Memorandum of Railcar Equipment Lease, dated as of April 1, 2003, relating to the Full Service Railcar Equipment Lease and Rider 1 thereto was previously filed with the Surface Transportation Board on March 31, 2003, and assigned recordation number 24383.

The names and address of the parties to the enclosed Memorandum are:

Transferor: JAIX Leasing Company  
Two North Riverside Plaza  
Suite 1250  
Chicago, IL 60606

Transferee: C.I.T. Leasing Corporation  
1211 Avenue of the Americas  
21<sup>st</sup> Floor  
New York, NY 10036

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A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.

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.

Kindly return two stamped photostatic copies of the Memorandum and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Piper Rudnick LLP, 203 North LaSalle Street, Suite 1800, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

## Secondary Document to be Recorded

Memorandum of Assignment of Lease, dated as of September 30, 2004, between JAIX Leasing Company, as Transferor, and C.I.T. Leasing Corporation, as Transferee.

## Document to Which the Secondary Document Relates

Memorandum of Railcar Equipment Lease, dated as of April 1, 2003, between JAIX Leasing Company, as lessor, and NRG Power Marketing Inc., as lessee, which was previously filed with the Surface Transportation Board on March 31, 2003, and assigned recordation number 24383.

Very truly yours,

**PIPER RUDNICK LLP**

  
Susan G. Lichtenfeld

SGL:rc  
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 30<sup>th</sup> day of September, 2004, is made by JAIX LEASING COMPANY, a Delaware corporation, with an address at Two North Riverside Plaza, Suite 1250, Chicago, IL 60606 (the "Transferor"), and C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, 21<sup>st</sup> Floor, New York, NY 10036 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Agreement for Termination of Head Lease and Assignment of Sublease (the "Agreement") relating to, among other things, the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, the Full Service Railcar Equipment Lease, dated as of April 1, 2003, and entered into between JAIX Leasing Company, as lessor, and NRG Power Marketing Inc., as lessee (the "Lease Agreement"), and Rider 1 to the Lease Agreement, dated April 1, 2003 and entered into between JAIX Leasing Company, as lessor, and NRG Power Marketing Inc., as lessee ("Rider 1"); the Lease Agreement and Rider 1 are hereinafter collectively referred to as the "Lease");

WHEREAS, the railcar equipment described on Schedule 1 attached hereto (the "Equipment") is subject to the Lease;

WHEREAS, a Memorandum of Railcar Equipment Lease, relating to the Lease, was filed with the Surface Transportation Board (the "STB") on March 31, 2003, and assigned recordation number 24383; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, 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 Transferor hereby confirms the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

**[SIGNATURE PAGE TO FOLLOW]**

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

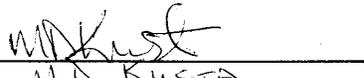
*I certify that I hold the title set forth below, that this instrument was signed on behalf of JAIX Leasing Company by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of JAIX Leasing Company. I further declare under penalty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

JAIX LEASING COMPANY

By:   
Name: EDWARD J. WALSH  
Title: VCE PRESIDENT

*I certify that I hold the title set forth below, that this instrument was signed on behalf of C.I.T. Leasing Corporation 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 C.I.T. Leasing Corporation. I further declare under penalty of perjury that the foregoing is true and correct.*

C.I.T. LEASING CORPORATION

By:   
Name: M.D. KUSKA  
Title: SVP

**SCHEDULE 1  
TO THE  
MEMORANDUM OF ASSIGNMENT OF LEASE  
DATED AS OF SEPTEMBER 30, 2004**

**EQUIPMENT**

125 Aluminum BethGon II Gondolas, bearing the following road marks and numbers:

CEFX 45104  
CEFX 45111 – CEFX 45134 (both inclusive)  
CEFX 45137  
CEFX 45139 – CEFX 45141 (both inclusive)  
CEFX 45143 – CEFX 45153 (both inclusive)  
CEFX 45155 – CEFX 45239 (both inclusive)