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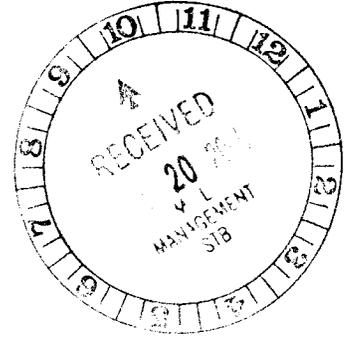
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October 19, 2000

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Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 28, 2000 between the following parties:

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

Lessee: CAROLINA POWER & LIGHT COMPANY
410 South Wilmington Street, P.O. Box 1551, Raleigh, NC 27602

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: CAROLINA POWER & LIGHT COMPANY covering (100) Newly built Johnstown America 4300 c.f. aluminum bodies bottom-discharge rotary dump Autoflood II coal hoppers with electro-pneumatic shoes built to 286,000 GRL with reporting marks and numbers – **See attached listing.**

Please file this memorandum as a primary document with the Surface Transportation Board and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator
Enclosure/sll

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
100	Newly built Johnstown America 4300 c.f. aluminum bodies bottom-discharge rotary dump Autoflood II coal hoppers with electro-pneumatic shoes built to 286,000 GRL	Listed below

CEFX 60720	CEFX 60750	CEFX 60790	CEFX 60815
CEFX 60721	CEFX 60751	CEFX 60791	CEFX 60816
CEFX 60722	CEFX 60752	CEFX 60792	CEFX 60817
CEFX 60723	CEFX 60753	CEFX 60793	CEFX 60818
CEFX 60724	CEFX 60754	CEFX 60794	CEFX 60819
CEFX 60725	CEFX 60755	CEFX 60795	CEFX 60820
CEFX 60726	CEFX 60756	CEFX 60796	CEFX 60821
CEFX 60727	CEFX 60757	CEFX 60797	CEFX 60822
CEFX 60728	CEFX 60758	CEFX 60798	CEFX 60823
CEFX 60729	CEFX 60759	CEFX 60799	CEFX 60825
CEFX 60730	CEFX 60760	CEFX 60800	CEFX 60826
CEFX 60731	CEFX 60761	CEFX 60801	CEFX 60827
CEFX 60732	CEFX 60762	CEFX 60802	CEFX 60828
CEFX 60733	CEFX 60763	CEFX 60803	CEFX 60829
CEFX 60734	CEFX 60765	CEFX 60804	CEFX 60830
CEFX 60735	CEFX 60780	CEFX 60805	CEFX 60831
CEFX 60736	CEFX 60781	CEFX 60806	CEFX 60832
CEFX 60737	CEFX 60782	CEFX 60807	CEFX 60833
CEFX 60738	CEFX 60783	CEFX 60808	CEFX 60834
CEFX 60739	CEFX 60784	CEFX 60809	CEFX 60835
CEFX 60740	CEFX 60785	CEFX 60810	CEFX 60836
CEFX 60741	CEFX 60786	CEFX 60811	CEFX 60837
CEFX 60742	CEFX 60787	CEFX 60812	CEFX 60838
CEFX 60744	CEFX 60788	CEFX 60813	CEFX 60839
CEFX 60748	CEFX 60789	CEFX 60814	CEFX 60824

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MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28th day of August, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Carolina Power & Light Company, a North Carolina corporation, with an address at 410 South Wilmington Street, P.O. Box 1551, Raleigh, NC 27602 (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 Master Railcar Lease (the "Lease") dated as of August 28, 2000 covering the equipment listed on Schedule A 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.

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.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: Richard M. Latini
Title: V.P.

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

CAROLINA POWER & LIGHT COMPANY

By: [Signature]
Name: William R. Knight
Title: Director Fossil Fuel

[Handwritten initials] PSM
[Handwritten initials]

[Handwritten initials]

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
100	Newly built Johnstown America 4300 c.f. aluminum bodies bottom-discharge rotary dump Autoflood II coal hoppers with electro-pneumatic shoes built to 286,000 GRL	Listed below

CEFX 60720	CEFX 60750	CEFX 60790	CEFX 60815
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