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

~~RECORDED~~ **23176-A** ~~FILED~~  
MAY 07 '01 10-56 AM



Dear Taledia,

**SURFACE TRANSPORTATION BOARD**

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 19, 2001 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: **CAROLINA POWER & LIGHT COMPANY**  
410 South Wilmington Street, 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 covered hopper railcars with reporting marks and numbers – CEFX 62100 – 62335, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #23176 dated 10/23/2000 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) 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  
New Business Development/Research Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 19<sup>th</sup> day of March, 2001, 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 CAROLINA POWER & LIGHT COMPANY, a North Carolina corporation, with an address at 410 South Wilmington Street, 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, and Schedule No. 01 thereto, dated August 28, 2000, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 23, 2000, and given Recordation Number 23176.

WHEREAS, the Parties have entered into an additional Schedule No. 02 under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment ("Equipment") as set forth in **Schedule A** hereto, 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 Schedule No. 02, 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: *Richard M. Latini*  
Name: RICHARD 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: *W.R. Knight*  
Name: W. R. KNIGHT  
Title: VICE PRESIDENT - EFC CAROLINA

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*W.R. Knight*  
EFC

## Schedule A

Quantity	Description	Car Marks and Numbers
100	4300 c.f. aluminum bottom discharge coal hoppers	Listed below
1	CEFX 62100	71 CEFX 62262
2	CEFX 62107	72 CEFX 62263
3	CEFX 62108	73 CEFX 62265
4	CEFX 62109	74 CEFX 62266
5	CEFX 62110	75 CEFX 62267
6	CEFX 62111	76 CEFX 62269
7	CEFX 62113	77 CEFX 62272
8	CEFX 62115	78 CEFX 62276
9	CEFX 62117	79 CEFX 62278
10	CEFX 62119	80 CEFX 62280
11	CEFX 62120	81 CEFX 62282
12	CEFX 62121	82 CEFX 62284
13	CEFX 62122	83 CEFX 62285
14	CEFX 62123	84 CEFX 62286
15	CEFX 62126	85 CEFX 62287
16	CEFX 62127	86 CEFX 62289
17	CEFX 62131	87 CEFX 62290
18	CEFX 62135	88 CEFX 62292
19	CEFX 62136	89 CEFX 62294
20	CEFX 62137	90 CEFX 62298
21	CEFX 62138	91 CEFX 62300
22	CEFX 62139	92 CEFX 62303
23	CEFX 62143	93 CEFX 62304
24	CEFX 62144	94 CEFX 62311
25	CEFX 62145	95 CEFX 62314
26	CEFX 62146	96 CEFX 62316
27	CEFX 62147	97 CEFX 62317
28	CEFX 62148	98 CEFX 62319
29	CEFX 62150	99 CEFX 62324
30	CEFX 62153	100 CEFX 62335
31	CEFX 62158	
32	CEFX 62160	
33	CEFX 62168	
34	CEFX 62169	
35	CEFX 62170	
36	CEFX 62172	
37	CEFX 62173	
38	CEFX 62174	
39	CEFX 62175	
40	CEFX 62177	
41	CEFX 62179	
42	CEFX 62180	
43	CEFX 62185	
44	CEFX 62186	
45	CEFX 62187	
46	CEFX 62192	
47	CEFX 62193	
48	CEFX 62195	
49	CEFX 62196	
50	CEFX 62200	
51	CEFX 62202	
52	CEFX 62204	
53	CEFX 62205	
54	CEFX 62206	
55	CEFX 62207	
56	CEFX 62208	
57	CEFX 62211	
58	CEFX 62214	
59	CEFX 62217	
60	CEFX 62218	
61	CEFX 62220	
62	CEFX 62221	
63	CEFX 62224	
64	CEFX 62225	
65	CEFX 62229	
66	CEFX 62237	
67	CEFX 62247	
68	CEFX 62256	
69	CEFX 62257	
70	CEFX 62259	