



LEXIS® Document Services

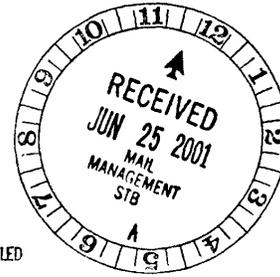
A member of the Reed Elsevier plc group

June 22, 2001

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

RECORDATION NO. 23464-A FILED

JUN 26 '01 3-21 PM



Dear Taledia,

SURFACE TRANSPORTATION BOARD

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 18, 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: **CONSUMERS ENERGY COMPANY**
1945 West Parnell Road, Jackson, MI. 49201-8643

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: **CONSUMERS ENERGY COMPANY**, covering 30 coal gondolas with reporting marks and numbers – CEFX 40005 – CEFX 40112, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #23464 dated 4/19/01 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 18th day of April, 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 CONSUMERS ENERGY COMPANY, a Michigan corporation, with an address at 1945 West Parnell Road, Jackson, MI 49201-8643 (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 December 19, 2000 and Schedule No. 01 thereto dated as of December 19, 2000 (said Schedule No. 01 and the terms and conditions of said Master Railcar Lease in so far as applicable thereto and incorporated therein being hereinafter referred to as the "Lease") covering certain equipment described herein, and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on 4/19/01, and given recordation number 23464.

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, and the respective interests therein of the Parties and a description of the equipment ("Equipment") as set forth in Exhibit 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 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: Joseph J. Mankowski
Name: JOSEPH L MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

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.

CONSUMERS ENERGY COMPANY

By: WEGARRITY
Name: WEGARRITY
Title: VP-FUELS & POWER TRANSACTIONS

APV'D AS TO FORM
DEB

RECORDATION NO. 23464-A FILED

JUN 26 '01 3:21 PM

SURFACE TRANSPORTATION BOARD

Exhibit A

Quantity
30

Equipment Description
4400 c.f. aluminum coal gondolas

Reporting Marks and Numbers

CEFX	40005
CEFX	40006
CEFX	40007
CEFX	40013
CEFX	40014
CEFX	40016
CEFX	40017
CEFX	40019
CEFX	40021
CEFX	40024
CEFX	40030
CEFX	40036
CEFX	40039
CEFX	40040
CEFX	40048
CEFX	40052
CEFX	40053
CEFX	40067
CEFX	40071
CEFX	40076
CEFX	40077
CEFX	40079
CEFX	40082
CEFX	40083
CEFX	40084
CEFX	40087
CEFX	40089
CEFX	40090
CEFX	40103
CEFX	40112