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23314

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January 4, 2001

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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 November 8, 2000 between the following parties:

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

Lessee: RIO BRAVO POSO, RIO BRAVO JASMIN  
1201 Dove Street, Ste 470  
Newport Beach, CA 92660

MT POSO CO-GENERATION COMPANY  
10000 Stockdale Highway, Ste 100  
Bakersfield, CA 93311

**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: as mentioned above covering 90 covered hopper railcars with reporting marks and numbers – CEFX 61972-62096, NOT INCLUSIVE

Please file this memorandum as a primary document 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

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RECORDATION NO. 23314 FILED

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this November 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 RIO BRAVO POSO, RIO BRAVO JASMIN, California general partnerships, with an address at 1201 Dove Street, Suite 470, Newport Beach, CA 92660 and MT POSO CO-GENERATION COMPANY, a California limited partnership, with an address at 10000 Stockdale Highway, Suite 100, Bakersfield, CA 93311 (jointly and severally "Lessee")

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 November 8, 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. REASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority vested in me under Lessee's articles of partnership 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.

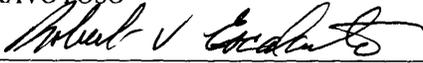
RIO BRAVO JASMIN

By: [Signature]  
Name: Robert V. Escalante  
Title: General Manager



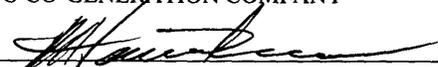
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority vested in me under Lessee's articles of partnership and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

RIO BRAVO POSO

By:   
Name: Robert V. Escalante  
Title: General Manager

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority vested in me under Lessee's articles of partnership 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.

MT. POSO CO-GENERATION COMPANY

By:   
Name: Michael L. Hawkins  
Title: General Manager

**Schedule A**

Quantity  
90

Equipment Description  
4000 c.f., 4 pocket manual coal  
hoppers

Car Marks and Numbers  
Listed below

1	CEFX	61972
2	CEFX	61973
3	CEFX	61974
4	CEFX	61975
5	CEFX	61977
6	CEFX	61978
7	CEFX	61980
8	CEFX	61981
9	CEFX	61982
10	CEFX	61983
11	CEFX	61985
12	CEFX	61986
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17	CEFX	61995
18	CEFX	61997
19	CEFX	62002
20	CEFX	62003
21	CEFX	62004
22	CEFX	62005
23	CEFX	62006

24	CEFX	62007
25	CEFX	62008
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27	CEFX	62010
28	CEFX	62016
29	CEFX	62018
30	CEFX	62019
31	CEFX	62020
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33	CEFX	62022
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