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August 13, 2002

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

RECORDATION NO. 23245-A FILED

AUG 14 '02 1:03 PM

SURFACE TRANSPORTATION BOARD



Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 4, 2002 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: **TENNESSEE VALLEY AUTHORITY**
1101 Market Street, LP 5G, Chattanooga, Tennessee 37402-2801

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: **TENNESSEE VALLEY AUTHORITY** covering 240 hopper cars with reporting marks and numbers – CEFX 60000 – CEFX 62336, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23245 dated 12/5/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) 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
Sherry Lewey



LEXIS[®] Document Services
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Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 4th day of April, 2002, 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 Tennessee Valley Authority, a corporation organized and existing under the laws of the United States of America, with an address at 1101 Market Street, LP 5G, Chattanooga, Tennessee 37402-2801 (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 November 8, 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 12/5/00 and given Recordation Number 23245

WHEREAS, the Parties have entered into an additional Schedule 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 (the "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 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: Richard Wilson
Name: [REDACTED]
Title: [REDACTED]

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.

TENNESSEE VALLEY AUTHORITY

By: Amy Sifton
Name: Amy Sifton
Title: TRANSPORTATION CONTRACT ADMIN.

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SCHEDULE A

Quantity
240

Equipment Description
4,300 c.f. Aluminum bottom
dishcharge coal hopper

Car Marks and Numbers

1	CEFX	60000	47	CEFX	60047
2	CEFX	60001	48	CEFX	60048
3	CEFX	60002	49	CEFX	60049
4	CEFX	60003	50	CEFX	60055
5	CEFX	60004	51	CEFX	60056
6	CEFX	60005	52	CEFX	60057
7	CEFX	60006	53	CEFX	60058
8	CEFX	60007	54	CEFX	60059
9	CEFX	60008	55	CEFX	60060
10	CEFX	60009	56	CEFX	60061
11	CEFX	60010	57	CEFX	60062
12	CEFX	60011	58	CEFX	60063
13	CEFX	60012	59	CEFX	60064
14	CEFX	60013	60	CEFX	60065
15	CEFX	60014	61	CEFX	60066
16	CEFX	60015	62	CEFX	60067
17	CEFX	60016	63	CEFX	60068
18	CEFX	60017	64	CEFX	60069
19	CEFX	60018	65	CEFX	60070
20	CEFX	60019	66	CEFX	60071
21	CEFX	60020	67	CEFX	60072
22	CEFX	60021	68	CEFX	60073
23	CEFX	60022	69	CEFX	60075
24	CEFX	60023	70	CEFX	60076
25	CEFX	60024	71	CEFX	60077
26	CEFX	60025	72	CEFX	60078
27	CEFX	60026	73	CEFX	60079
28	CEFX	60027	74	CEFX	60080
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239	CEFX	62333
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