

RECORDATION NO. 24218 FILED

NOV 21 '02

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

November 21, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 21, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: General Electric Railcar
Services Corporation
161 N. Clark Street
Chicago, IL 60601

[Lessee: Texas Genco, LP
(successor in interest
to Houston Lighting & Power Company)]

A description of the railroad equipment covered by the enclosed document is:

324 coal gondolas within the series UFIX 13001 – UFIX 18055

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Mr. Vernon A. Williams
November 21, 2002
Page Two

A short summary of the schedule to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

Annex A

# of Units	Lessee	AAR		Description
		Reporting	Mark	
1	Texas Genco, LP	UFIX	13001	Coal Gondola
2	Texas Genco, LP	UFIX	13002	Coal Gondola
3	Texas Genco, LP	UFIX	13003	Coal Gondola
4	Texas Genco, LP	UFIX	13004	Coal Gondola
5	Texas Genco, LP	UFIX	13006	Coal Gondola
6	Texas Genco, LP	UFIX	13007	Coal Gondola
7	Texas Genco, LP	UFIX	13008	Coal Gondola
8	Texas Genco, LP	UFIX	13009	Coal Gondola
9	Texas Genco, LP	UFIX	13010	Coal Gondola
10	Texas Genco, LP	UFIX	13011	Coal Gondola
11	Texas Genco, LP	UFIX	13012	Coal Gondola
12	Texas Genco, LP	UFIX	13013	Coal Gondola
13	Texas Genco, LP	UFIX	13015	Coal Gondola
14	Texas Genco, LP	UFIX	13018	Coal Gondola
15	Texas Genco, LP	UFIX	13019	Coal Gondola
16	Texas Genco, LP	UFIX	13020	Coal Gondola
17	Texas Genco, LP	UFIX	13021	Coal Gondola
18	Texas Genco, LP	UFIX	13022	Coal Gondola
19	Texas Genco, LP	UFIX	13024	Coal Gondola
20	Texas Genco, LP	UFIX	13025	Coal Gondola
21	Texas Genco, LP	UFIX	13026	Coal Gondola
22	Texas Genco, LP	UFIX	13027	Coal Gondola
23	Texas Genco, LP	UFIX	13028	Coal Gondola
24	Texas Genco, LP	UFIX	13029	Coal Gondola
25	Texas Genco, LP	UFIX	13030	Coal Gondola
26	Texas Genco, LP	UFIX	13031	Coal Gondola
27	Texas Genco, LP	UFIX	13032	Coal Gondola
28	Texas Genco, LP	UFIX	13033	Coal Gondola
29	Texas Genco, LP	UFIX	13034	Coal Gondola
30	Texas Genco, LP	UFIX	13035	Coal Gondola
31	Texas Genco, LP	UFIX	13037	Coal Gondola
32	Texas Genco, LP	UFIX	13038	Coal Gondola
33	Texas Genco, LP	UFIX	13040	Coal Gondola
34	Texas Genco, LP	UFIX	13041	Coal Gondola
35	Texas Genco, LP	UFIX	13042	Coal Gondola
36	Texas Genco, LP	UFIX	13043	Coal Gondola
37	Texas Genco, LP	UFIX	13044	Coal Gondola
38	Texas Genco, LP	UFIX	13045	Coal Gondola
39	Texas Genco, LP	UFIX	13046	Coal Gondola
40	Texas Genco, LP	UFIX	13047	Coal Gondola
41	Texas Genco, LP	UFIX	13048	Coal Gondola
42	Texas Genco, LP	UFIX	13049	Coal Gondola
43	Texas Genco, LP	UFIX	13050	Coal Gondola
44	Texas Genco, LP	UFIX	13051	Coal Gondola
45	Texas Genco, LP	UFIX	13052	Coal Gondola
46	Texas Genco, LP	UFIX	13053	Coal Gondola
47	Texas Genco, LP	UFIX	13054	Coal Gondola
48	Texas Genco, LP	UFIX	13056	Coal Gondola
49	Texas Genco, LP	UFIX	13058	Coal Gondola
50	Texas Genco, LP	UFIX	13059	Coal Gondola
51	Texas Genco, LP	UFIX	13060	Coal Gondola
52	Texas Genco, LP	UFIX	13061	Coal Gondola
53	Texas Genco, LP	UFIX	13062	Coal Gondola
54	Texas Genco, LP	UFIX	14001	Coal Gondola
55	Texas Genco, LP	UFIX	14006	Coal Gondola
56	Texas Genco, LP	UFIX	14007	Coal Gondola

Annex A

# of Units	Lessee	AAR		Description
		Reporting	Mark	
57	Texas Genco, LP	UFIX	14008	Coal Gondola
58	Texas Genco, LP	UFIX	14014	Coal Gondola
59	Texas Genco, LP	UFIX	14015	Coal Gondola
60	Texas Genco, LP	UFIX	14016	Coal Gondola
61	Texas Genco, LP	UFIX	14017	Coal Gondola
62	Texas Genco, LP	UFIX	14018	Coal Gondola
63	Texas Genco, LP	UFIX	14019	Coal Gondola
64	Texas Genco, LP	UFIX	14025	Coal Gondola
65	Texas Genco, LP	UFIX	14026	Coal Gondola
66	Texas Genco, LP	UFIX	14027	Coal Gondola
67	Texas Genco, LP	UFIX	14028	Coal Gondola
68	Texas Genco, LP	UFIX	14030	Coal Gondola
69	Texas Genco, LP	UFIX	14033	Coal Gondola
70	Texas Genco, LP	UFIX	14035	Coal Gondola
71	Texas Genco, LP	UFIX	14036	Coal Gondola
72	Texas Genco, LP	UFIX	14038	Coal Gondola
73	Texas Genco, LP	UFIX	14039	Coal Gondola
74	Texas Genco, LP	UFIX	14040	Coal Gondola
75	Texas Genco, LP	UFIX	14041	Coal Gondola
76	Texas Genco, LP	UFIX	14042	Coal Gondola
77	Texas Genco, LP	UFIX	14044	Coal Gondola
78	Texas Genco, LP	UFIX	14045	Coal Gondola
79	Texas Genco, LP	UFIX	14046	Coal Gondola
80	Texas Genco, LP	UFIX	14047	Coal Gondola
81	Texas Genco, LP	UFIX	14048	Coal Gondola
82	Texas Genco, LP	UFIX	14049	Coal Gondola
83	Texas Genco, LP	UFIX	14050	Coal Gondola
84	Texas Genco, LP	UFIX	14051	Coal Gondola
85	Texas Genco, LP	UFIX	14052	Coal Gondola
86	Texas Genco, LP	UFIX	14053	Coal Gondola
87	Texas Genco, LP	UFIX	14054	Coal Gondola
88	Texas Genco, LP	UFIX	14055	Coal Gondola
89	Texas Genco, LP	UFIX	14056	Coal Gondola
90	Texas Genco, LP	UFIX	14058	Coal Gondola
91	Texas Genco, LP	UFIX	14059	Coal Gondola
92	Texas Genco, LP	UFIX	14060	Coal Gondola
93	Texas Genco, LP	UFIX	14061	Coal Gondola
94	Texas Genco, LP	UFIX	14062	Coal Gondola
95	Texas Genco, LP	UFIX	14063	Coal Gondola
96	Texas Genco, LP	UFIX	14064	Coal Gondola
97	Texas Genco, LP	UFIX	14065	Coal Gondola
98	Texas Genco, LP	UFIX	14066	Coal Gondola
99	Texas Genco, LP	UFIX	14067	Coal Gondola
100	Texas Genco, LP	UFIX	14069	Coal Gondola
101	Texas Genco, LP	UFIX	14070	Coal Gondola
102	Texas Genco, LP	UFIX	14071	Coal Gondola
103	Texas Genco, LP	UFIX	14072	Coal Gondola
104	Texas Genco, LP	UFIX	14073	Coal Gondola
105	Texas Genco, LP	UFIX	14074	Coal Gondola
106	Texas Genco, LP	UFIX	14075	Coal Gondola
107	Texas Genco, LP	UFIX	15002	Coal Gondola
108	Texas Genco, LP	UFIX	15016	Coal Gondola
109	Texas Genco, LP	UFIX	15021	Coal Gondola
110	Texas Genco, LP	UFIX	15024	Coal Gondola
111	Texas Genco, LP	UFIX	15025	Coal Gondola
112	Texas Genco, LP	UFIX	15028	Coal Gondola

Annex A

# of Units	Lessee	AAR		Description
		Reporting	Mark	
113	Texas Genco, LP	UFIX	15030	Coal Gondola
114	Texas Genco, LP	UFIX	15031	Coal Gondola
115	Texas Genco, LP	UFIX	15036	Coal Gondola
116	Texas Genco, LP	UFIX	15037	Coal Gondola
117	Texas Genco, LP	UFIX	15038	Coal Gondola
118	Texas Genco, LP	UFIX	15039	Coal Gondola
119	Texas Genco, LP	UFIX	15040	Coal Gondola
120	Texas Genco, LP	UFIX	15041	Coal Gondola
121	Texas Genco, LP	UFIX	15042	Coal Gondola
122	Texas Genco, LP	UFIX	15043	Coal Gondola
123	Texas Genco, LP	UFIX	15044	Coal Gondola
124	Texas Genco, LP	UFIX	15045	Coal Gondola
125	Texas Genco, LP	UFIX	15046	Coal Gondola
126	Texas Genco, LP	UFIX	15047	Coal Gondola
127	Texas Genco, LP	UFIX	15048	Coal Gondola
128	Texas Genco, LP	UFIX	15049	Coal Gondola
129	Texas Genco, LP	UFIX	15050	Coal Gondola
130	Texas Genco, LP	UFIX	15052	Coal Gondola
131	Texas Genco, LP	UFIX	15053	Coal Gondola
132	Texas Genco, LP	UFIX	15054	Coal Gondola
133	Texas Genco, LP	UFIX	15055	Coal Gondola
134	Texas Genco, LP	UFIX	15056	Coal Gondola
135	Texas Genco, LP	UFIX	15058	Coal Gondola
136	Texas Genco, LP	UFIX	15059	Coal Gondola
137	Texas Genco, LP	UFIX	15060	Coal Gondola
138	Texas Genco, LP	UFIX	15061	Coal Gondola
139	Texas Genco, LP	UFIX	15062	Coal Gondola
140	Texas Genco, LP	UFIX	15063	Coal Gondola
141	Texas Genco, LP	UFIX	15064	Coal Gondola
142	Texas Genco, LP	UFIX	15065	Coal Gondola
143	Texas Genco, LP	UFIX	15066	Coal Gondola
144	Texas Genco, LP	UFIX	15067	Coal Gondola
145	Texas Genco, LP	UFIX	15068	Coal Gondola
146	Texas Genco, LP	UFIX	15069	Coal Gondola
147	Texas Genco, LP	UFIX	15070	Coal Gondola
148	Texas Genco, LP	UFIX	15071	Coal Gondola
149	Texas Genco, LP	UFIX	15072	Coal Gondola
150	Texas Genco, LP	UFIX	15073	Coal Gondola
151	Texas Genco, LP	UFIX	15075	Coal Gondola
152	Texas Genco, LP	UFIX	15076	Coal Gondola
153	Texas Genco, LP	UFIX	15077	Coal Gondola
154	Texas Genco, LP	UFIX	15078	Coal Gondola
155	Texas Genco, LP	UFIX	15079	Coal Gondola
156	Texas Genco, LP	UFIX	15080	Coal Gondola
157	Texas Genco, LP	UFIX	15081	Coal Gondola
158	Texas Genco, LP	UFIX	15082	Coal Gondola
159	Texas Genco, LP	UFIX	15083	Coal Gondola
160	Texas Genco, LP	UFIX	15084	Coal Gondola
161	Texas Genco, LP	UFIX	15085	Coal Gondola
162	Texas Genco, LP	UFIX	15086	Coal Gondola
163	Texas Genco, LP	UFIX	15101	Coal Gondola
164	Texas Genco, LP	UFIX	16020	Coal Gondola
165	Texas Genco, LP	UFIX	16021	Coal Gondola
166	Texas Genco, LP	UFIX	16027	Coal Gondola
167	Texas Genco, LP	UFIX	16034	Coal Gondola
168	Texas Genco, LP	UFIX	16036	Coal Gondola

Annex A

# of Units	Lessee	AAR		Description
		Reporting	Mark	
169	Texas Genco, LP	UFIX	16037	Coal Gondola
170	Texas Genco, LP	UFIX	16039	Coal Gondola
171	Texas Genco, LP	UFIX	16040	Coal Gondola
172	Texas Genco, LP	UFIX	16044	Coal Gondola
173	Texas Genco, LP	UFIX	16045	Coal Gondola
174	Texas Genco, LP	UFIX	16047	Coal Gondola
175	Texas Genco, LP	UFIX	16048	Coal Gondola
176	Texas Genco, LP	UFIX	16050	Coal Gondola
177	Texas Genco, LP	UFIX	16051	Coal Gondola
178	Texas Genco, LP	UFIX	16052	Coal Gondola
179	Texas Genco, LP	UFIX	16053	Coal Gondola
180	Texas Genco, LP	UFIX	16054	Coal Gondola
181	Texas Genco, LP	UFIX	16055	Coal Gondola
182	Texas Genco, LP	UFIX	16056	Coal Gondola
183	Texas Genco, LP	UFIX	16057	Coal Gondola
184	Texas Genco, LP	UFIX	16058	Coal Gondola
185	Texas Genco, LP	UFIX	16059	Coal Gondola
186	Texas Genco, LP	UFIX	16060	Coal Gondola
187	Texas Genco, LP	UFIX	16061	Coal Gondola
188	Texas Genco, LP	UFIX	16062	Coal Gondola
189	Texas Genco, LP	UFIX	16065	Coal Gondola
190	Texas Genco, LP	UFIX	16066	Coal Gondola
191	Texas Genco, LP	UFIX	16067	Coal Gondola
192	Texas Genco, LP	UFIX	16068	Coal Gondola
193	Texas Genco, LP	UFIX	16070	Coal Gondola
194	Texas Genco, LP	UFIX	16071	Coal Gondola
195	Texas Genco, LP	UFIX	16072	Coal Gondola
196	Texas Genco, LP	UFIX	16073	Coal Gondola
197	Texas Genco, LP	UFIX	16074	Coal Gondola
198	Texas Genco, LP	UFIX	16075	Coal Gondola
199	Texas Genco, LP	UFIX	16076	Coal Gondola
200	Texas Genco, LP	UFIX	16077	Coal Gondola
201	Texas Genco, LP	UFIX	16079	Coal Gondola
202	Texas Genco, LP	UFIX	16081	Coal Gondola
203	Texas Genco, LP	UFIX	16082	Coal Gondola
204	Texas Genco, LP	UFIX	16083	Coal Gondola
205	Texas Genco, LP	UFIX	16084	Coal Gondola
206	Texas Genco, LP	UFIX	16085	Coal Gondola
207	Texas Genco, LP	UFIX	16086	Coal Gondola
208	Texas Genco, LP	UFIX	16088	Coal Gondola
209	Texas Genco, LP	UFIX	16089	Coal Gondola
210	Texas Genco, LP	UFIX	16091	Coal Gondola
211	Texas Genco, LP	UFIX	16092	Coal Gondola
212	Texas Genco, LP	UFIX	16095	Coal Gondola
213	Texas Genco, LP	UFIX	16096	Coal Gondola
214	Texas Genco, LP	UFIX	16097	Coal Gondola
215	Texas Genco, LP	UFIX	16099	Coal Gondola
216	Texas Genco, LP	UFIX	16157	Coal Gondola
217	Texas Genco, LP	UFIX	16161	Coal Gondola
218	Texas Genco, LP	UFIX	16162	Coal Gondola
219	Texas Genco, LP	UFIX	16163	Coal Gondola
220	Texas Genco, LP	UFIX	16164	Coal Gondola
221	Texas Genco, LP	UFIX	16165	Coal Gondola
222	Texas Genco, LP	UFIX	16167	Coal Gondola
223	Texas Genco, LP	UFIX	16170	Coal Gondola
224	Texas Genco, LP	UFIX	17001	Coal Gondola

Annex A

# of Units	Lessee	AAR		Description
		Reporting	Mark	
225	Texas Genco, LP	UFIX	17002	Coal Gondola
226	Texas Genco, LP	UFIX	17003	Coal Gondola
227	Texas Genco, LP	UFIX	17004	Coal Gondola
228	Texas Genco, LP	UFIX	17006	Coal Gondola
229	Texas Genco, LP	UFIX	17007	Coal Gondola
230	Texas Genco, LP	UFIX	17008	Coal Gondola
231	Texas Genco, LP	UFIX	17009	Coal Gondola
232	Texas Genco, LP	UFIX	17010	Coal Gondola
233	Texas Genco, LP	UFIX	17011	Coal Gondola
234	Texas Genco, LP	UFIX	17012	Coal Gondola
235	Texas Genco, LP	UFIX	17014	Coal Gondola
236	Texas Genco, LP	UFIX	17015	Coal Gondola
237	Texas Genco, LP	UFIX	17016	Coal Gondola
238	Texas Genco, LP	UFIX	17017	Coal Gondola
239	Texas Genco, LP	UFIX	17018	Coal Gondola
240	Texas Genco, LP	UFIX	17019	Coal Gondola
241	Texas Genco, LP	UFIX	17021	Coal Gondola
242	Texas Genco, LP	UFIX	17022	Coal Gondola
243	Texas Genco, LP	UFIX	17023	Coal Gondola
244	Texas Genco, LP	UFIX	17024	Coal Gondola
245	Texas Genco, LP	UFIX	17025	Coal Gondola
246	Texas Genco, LP	UFIX	17026	Coal Gondola
247	Texas Genco, LP	UFIX	17027	Coal Gondola
248	Texas Genco, LP	UFIX	17028	Coal Gondola
249	Texas Genco, LP	UFIX	17029	Coal Gondola
250	Texas Genco, LP	UFIX	17030	Coal Gondola
251	Texas Genco, LP	UFIX	17031	Coal Gondola
252	Texas Genco, LP	UFIX	17033	Coal Gondola
253	Texas Genco, LP	UFIX	17034	Coal Gondola
254	Texas Genco, LP	UFIX	17035	Coal Gondola
255	Texas Genco, LP	UFIX	17036	Coal Gondola
256	Texas Genco, LP	UFIX	17037	Coal Gondola
257	Texas Genco, LP	UFIX	17038	Coal Gondola
258	Texas Genco, LP	UFIX	17039	Coal Gondola
259	Texas Genco, LP	UFIX	17040	Coal Gondola
260	Texas Genco, LP	UFIX	17041	Coal Gondola
261	Texas Genco, LP	UFIX	17043	Coal Gondola
262	Texas Genco, LP	UFIX	17044	Coal Gondola
263	Texas Genco, LP	UFIX	17045	Coal Gondola
264	Texas Genco, LP	UFIX	17046	Coal Gondola
265	Texas Genco, LP	UFIX	17047	Coal Gondola
266	Texas Genco, LP	UFIX	17048	Coal Gondola
267	Texas Genco, LP	UFIX	18001	Coal Gondola
268	Texas Genco, LP	UFIX	18002	Coal Gondola
269	Texas Genco, LP	UFIX	18004	Coal Gondola
270	Texas Genco, LP	UFIX	18005	Coal Gondola
271	Texas Genco, LP	UFIX	18006	Coal Gondola
272	Texas Genco, LP	UFIX	18007	Coal Gondola
273	Texas Genco, LP	UFIX	18008	Coal Gondola
274	Texas Genco, LP	UFIX	18009	Coal Gondola
275	Texas Genco, LP	UFIX	18010	Coal Gondola
276	Texas Genco, LP	UFIX	18011	Coal Gondola
277	Texas Genco, LP	UFIX	18012	Coal Gondola
278	Texas Genco, LP	UFIX	18013	Coal Gondola
279	Texas Genco, LP	UFIX	18014	Coal Gondola
280	Texas Genco, LP	UFIX	18015	Coal Gondola

Annex A

# of Units	Lessee	AAR		Description
		Reporting	Mark	
281	Texas Genco, LP	UFIX	18016	Coal Gondola
282	Texas Genco, LP	UFIX	18017	Coal Gondola
283	Texas Genco, LP	UFIX	18018	Coal Gondola
284	Texas Genco, LP	UFIX	18019	Coal Gondola
285	Texas Genco, LP	UFIX	18020	Coal Gondola
286	Texas Genco, LP	UFIX	18021	Coal Gondola
287	Texas Genco, LP	UFIX	18022	Coal Gondola
288	Texas Genco, LP	UFIX	18023	Coal Gondola
289	Texas Genco, LP	UFIX	18024	Coal Gondola
290	Texas Genco, LP	UFIX	18025	Coal Gondola
291	Texas Genco, LP	UFIX	18026	Coal Gondola
292	Texas Genco, LP	UFIX	18027	Coal Gondola
293	Texas Genco, LP	UFIX	18028	Coal Gondola
294	Texas Genco, LP	UFIX	18029	Coal Gondola
295	Texas Genco, LP	UFIX	18030	Coal Gondola
296	Texas Genco, LP	UFIX	18031	Coal Gondola
297	Texas Genco, LP	UFIX	18032	Coal Gondola
298	Texas Genco, LP	UFIX	18033	Coal Gondola
299	Texas Genco, LP	UFIX	18034	Coal Gondola
300	Texas Genco, LP	UFIX	18035	Coal Gondola
301	Texas Genco, LP	UFIX	18036	Coal Gondola
302	Texas Genco, LP	UFIX	18037	Coal Gondola
303	Texas Genco, LP	UFIX	18038	Coal Gondola
304	Texas Genco, LP	UFIX	18039	Coal Gondola
305	Texas Genco, LP	UFIX	18040	Coal Gondola
306	Texas Genco, LP	UFIX	18041	Coal Gondola
307	Texas Genco, LP	UFIX	18042	Coal Gondola
308	Texas Genco, LP	UFIX	18043	Coal Gondola
309	Texas Genco, LP	UFIX	18044	Coal Gondola
310	Texas Genco, LP	UFIX	18045	Coal Gondola
311	Texas Genco, LP	UFIX	18046	Coal Gondola
312	Texas Genco, LP	UFIX	18047	Coal Gondola
313	Texas Genco, LP	UFIX	18048	Coal Gondola
314	Texas Genco, LP	UFIX	18049	Coal Gondola
315	Texas Genco, LP	UFIX	18050	Coal Gondola
316	Texas Genco, LP	UFIX	18051	Coal Gondola
317	Texas Genco, LP	UFIX	18052	Coal Gondola
318	Texas Genco, LP	UFIX	18053	Coal Gondola
319	Texas Genco, LP	UFIX	18054	Coal Gondola
320	Texas Genco, LP	UFIX	18055	Coal Gondola
321	Texas Genco, LP	UFIX	13090	Coal Gondola
322	Texas Genco, LP	UFIX	13095	Coal Gondola
323	Texas Genco, LP	UFIX	13096	Coal Gondola
324	Texas Genco, LP	UFIX	13106	Coal Gondola

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

11/21/02



Robert W. Alvord