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January 10, 2003

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SURFACE TRANSPORTATION BOARD

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

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 15, 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 120 hopper cars with reporting marks and numbers — CEFX 60240 – CEFX 64267, 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 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

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15th day of July, 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 December 5, 2000 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: Joseph F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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 Sittler
Name: Amy Sittler
Title: TRANSPORTATION CONTRACT ADMIN

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars

Equipment Description

120 4,300 C.F. aluminum bottom discharge coal hopper

1	CEFX	60240	53	CEFX	62749	105	CEFX	64252
2	CEFX	60248	54	CEFX	62751	106	CEFX	64253
3	CEFX	60258	55	CEFX	62754	107	CEFX	64254
4	CEFX	60259	56	CEFX	62755	108	CEFX	64255
5	CEFX	60262	57	CEFX	62756	109	CEFX	64256
6	CEFX	60278	58	CEFX	62762	110	CEFX	64257
7	CEFX	60281	59	CEFX	62766	111	CEFX	64258
8	CEFX	60282	60	CEFX	62767	112	CEFX	64259
9	CEFX	60284	61	CEFX	62773	113	CEFX	64260
10	CEFX	60286	62	CEFX	62774	114	CEFX	64261
11	CEFX	60287	63	CEFX	62779	115	CEFX	64262
12	CEFX	60288	64	CEFX	62781	116	CEFX	64263
13	CEFX	60289	65	CEFX	62782	117	CEFX	64264
14	CEFX	60297	66	CEFX	62783	118	CEFX	64265
15	CEFX	60299	67	CEFX	62790	119	CEFX	64266
16	CEFX	60314	68	CEFX	62802	120	CEFX	64267
17	CEFX	60316	69	CEFX	62804			
18	CEFX	60332	70	CEFX	62809			
19	CEFX	60334	71	CEFX	62810			
20	CEFX	60335	72	CEFX	62815			
21	CEFX	60338	73	CEFX	62817			
22	CEFX	60339	74	CEFX	62818			
23	CEFX	60340	75	CEFX	62824			
24	CEFX	60348	76	CEFX	62830			
25	CEFX	60349	77	CEFX	62832			
26	CEFX	60350	78	CEFX	62835			
27	CEFX	60351	79	CEFX	62836			
28	CEFX	60352	80	CEFX	62847			
29	CEFX	60353	81	CEFX	62848			
30	CEFX	60354	82	CEFX	62853			
31	CEFX	60355	83	CEFX	62855			
32	CEFX	60356	84	CEFX	62858			
33	CEFX	60357	85	CEFX	62865			
34	CEFX	60358	86	CEFX	62866			
35	CEFX	60359	87	CEFX	62877			
36	CEFX	62699	88	CEFX	62879			
37	CEFX	62700	89	CEFX	62884			
38	CEFX	62702	90	CEFX	62893			
39	CEFX	62703	91	CEFX	62894			
40	CEFX	62707	92	CEFX	62895			
41	CEFX	62709	93	CEFX	62899			
42	CEFX	62721	94	CEFX	62900			
43	CEFX	62725	95	CEFX	62906			
44	CEFX	62726	96	CEFX	62911			
45	CEFX	62727	97	CEFX	62916			
46	CEFX	62730	98	CEFX	62917			
47	CEFX	62732	99	CEFX	62920			
48	CEFX	62733	100	CEFX	62927			
49	CEFX	62737	101	CEFX	64248			
50	CEFX	62744	102	CEFX	64249			
51	CEFX	62747	103	CEFX	64250			
52	CEFX	62748	104	CEFX	64251			