

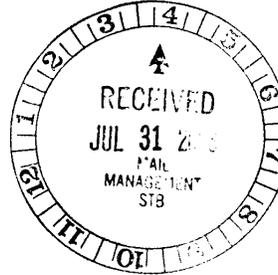


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RECORDATION NO. 24538 FILED

JUL 31 '03 3-51 PM

SURFACE TRANSPORTATION BOARD



July 29, 2003

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 June 25, 2003 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: **NRG POWER MARKETING INC.**
901 Marquette Avenue, Suite 2500, Minneapolis, MN 55402

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: **NRG POWER MARKETING INC.** covering 125 gondolas with reporting marks and numbers — CEFX 45101 – CEFX 45350, 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 25th day of June, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and NRG POWER MARKETING INC. a Delaware corporation, with an address at 901 Marquette Avenue, Suite 2500, Minneapolis, MN 55402 (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 June 25, 2003 covering the equipment described therein, as per attached Annex A hereto.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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: Joseph F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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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.

NRG POWER MARKETING INC.

By: Patrick Spanzaro
Name: PATRICK SPANZARO
Title: DIRECTOR COAL & EMISSIONS

ANNEX - A

Number of Cars		Equipment Description	
125		4,400 C.F. or greater aluminum coal gondola	
1	CEFX	45101	53 CEFX 45278
2	CEFX	45102	54 CEFX 45279
3	CEFX	45103	55 CEFX 45280
4	CEFX	45105	56 CEFX 45281
5	CEFX	45106	57 CEFX 45282
6	CEFX	45107	58 CEFX 45283
7	CEFX	45108	59 CEFX 45284
8	CEFX	45109	60 CEFX 45285
9	CEFX	45110	61 CEFX 45286
10	CEFX	45135	62 CEFX 45287
11	CEFX	45136	63 CEFX 45288
12	CEFX	45138	64 CEFX 45289
13	CEFX	45142	65 CEFX 45290
14	CEFX	45154	66 CEFX 45291
15	CEFX	45240	67 CEFX 45292
16	CEFX	45241	68 CEFX 45293
17	CEFX	45242	69 CEFX 45294
18	CEFX	45243	70 CEFX 45295
19	CEFX	45244	71 CEFX 45296
20	CEFX	45245	72 CEFX 45297
21	CEFX	45246	73 CEFX 45298
22	CEFX	45247	74 CEFX 45299
23	CEFX	45248	75 CEFX 45300
24	CEFX	45249	76 CEFX 45301
25	CEFX	45250	77 CEFX 45302
26	CEFX	45251	78 CEFX 45303
27	CEFX	45252	79 CEFX 45304
28	CEFX	45253	80 CEFX 45305
29	CEFX	45254	81 CEFX 45306
30	CEFX	45255	82 CEFX 45307
31	CEFX	45256	83 CEFX 45308
32	CEFX	45257	84 CEFX 45309
33	CEFX	45258	85 CEFX 45310
34	CEFX	45259	86 CEFX 45311
35	CEFX	45260	87 CEFX 45312
36	CEFX	45261	88 CEFX 45313
37	CEFX	45262	89 CEFX 45314
38	CEFX	45263	90 CEFX 45315
39	CEFX	45264	91 CEFX 45316
40	CEFX	45265	92 CEFX 45317
41	CEFX	45266	93 CEFX 45318
42	CEFX	45267	94 CEFX 45319
43	CEFX	45268	95 CEFX 45320
44	CEFX	45269	96 CEFX 45321
45	CEFX	45270	97 CEFX 45322
46	CEFX	45271	98 CEFX 45323
47	CEFX	45272	99 CEFX 45324
48	CEFX	45273	100 CEFX 45325
49	CEFX	45274	101 CEFX 45326
50	CEFX	45275	102 CEFX 45327
51	CEFX	45276	103 CEFX 45328
52	CEFX	45277	104 CEFX 45329
			105 CEFX 45330
			106 CEFX 45331
			107 CEFX 45332
			108 CEFX 45333
			109 CEFX 45334
			110 CEFX 45335
			111 CEFX 45336
			112 CEFX 45337
			113 CEFX 45338
			114 CEFX 45339
			115 CEFX 45340
			116 CEFX 45341
			117 CEFX 45342
			118 CEFX 45343
			119 CEFX 45344
			120 CEFX 45345
			121 CEFX 45346
			122 CEFX 45347
			123 CEFX 45348
			124 CEFX 45349
			125 CEFX 45350