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RECORDATION NO. 24538-A FILED

OCT 03 '03 10:19 AM

SURFACE TRANSPORTATION BOARD



October 2, 2003

Barbara Saddler
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 September 8, 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 120 coal gondolas with reporting marks and numbers – CEFX 41180 – CEFX 44482, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #24538 dated 7/31/03 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 8th day of September, 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on July 31, 2003 as Recordation Number 24538.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Annex 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 Latini*
Name: Richard Latini
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: *Ernstine C. Reed*
Name: Ernstine C. Reed
Title: Chairman, Board of Directors

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Schedule A

Number of Cars		Equipment Description	
120		4,400 C.F. or greater aluminum coal gondola	
1	CEFX	41180	53 CEFX 44412
2	CEFX	43233	54 CEFX 44413
3	CEFX	43246	55 CEFX 44414
4	CEFX	44363	56 CEFX 44415
5	CEFX	44364	57 CEFX 44416
6	CEFX	44365	58 CEFX 44417
7	CEFX	44366	59 CEFX 44419
8	CEFX	44367	60 CEFX 44420
9	CEFX	44368	61 CEFX 44421
10	CEFX	44369	62 CEFX 44422
11	CEFX	44370	63 CEFX 44423
12	CEFX	44371	64 CEFX 44424
13	CEFX	44372	65 CEFX 44425
14	CEFX	44373	66 CEFX 44426
15	CEFX	44374	67 CEFX 44428
16	CEFX	44375	68 CEFX 44429
17	CEFX	44376	69 CEFX 44430
18	CEFX	44377	70 CEFX 44431
19	CEFX	44378	71 CEFX 44432
20	CEFX	44379	72 CEFX 44433
21	CEFX	44380	73 CEFX 44434
22	CEFX	44381	74 CEFX 44435
23	CEFX	44382	75 CEFX 44436
24	CEFX	44383	76 CEFX 44437
25	CEFX	44384	77 CEFX 44438
26	CEFX	44385	78 CEFX 44439
27	CEFX	44386	79 CEFX 44440
28	CEFX	44387	80 CEFX 44441
29	CEFX	44388	81 CEFX 44442
30	CEFX	44389	82 CEFX 44443
31	CEFX	44390	83 CEFX 44444
32	CEFX	44391	84 CEFX 44445
33	CEFX	44392	85 CEFX 44446
34	CEFX	44393	86 CEFX 44447
35	CEFX	44394	87 CEFX 44448
36	CEFX	44395	88 CEFX 44449
37	CEFX	44396	89 CEFX 44450
38	CEFX	44397	90 CEFX 44451
39	CEFX	44398	91 CEFX 44452
40	CEFX	44399	92 CEFX 44453
41	CEFX	44400	93 CEFX 44454
42	CEFX	44401	94 CEFX 44455
43	CEFX	44402	95 CEFX 44456
44	CEFX	44403	96 CEFX 44457
45	CEFX	44404	97 CEFX 44458
46	CEFX	44405	98 CEFX 44459
47	CEFX	44406	99 CEFX 44460
48	CEFX	44407	100 CEFX 44461
49	CEFX	44408	101 CEFX 44462
50	CEFX	44409	102 CEFX 44463
51	CEFX	44410	103 CEFX 44464
52	CEFX	44411	104 CEFX 44466
			105 CEFX 44467
			106 CEFX 44468
			107 CEFX 44469
			108 CEFX 44470
			109 CEFX 44471
			110 CEFX 44472
			111 CEFX 44473
			112 CEFX 44474
			113 CEFX 44475
			114 CEFX 44476
			115 CEFX 44477
			116 CEFX 44478
			117 CEFX 44479
			118 CEFX 44480
			119 CEFX 44481
			120 CEFX 44482