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RECORDATION NO. 23245-B FILED

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October 30, 2003

SURFACE TRANSPORTATION BOARD

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 May 6, 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: **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 coal gondolas with reporting marks and numbers – CEFX 41301– CEFX 43251, 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,

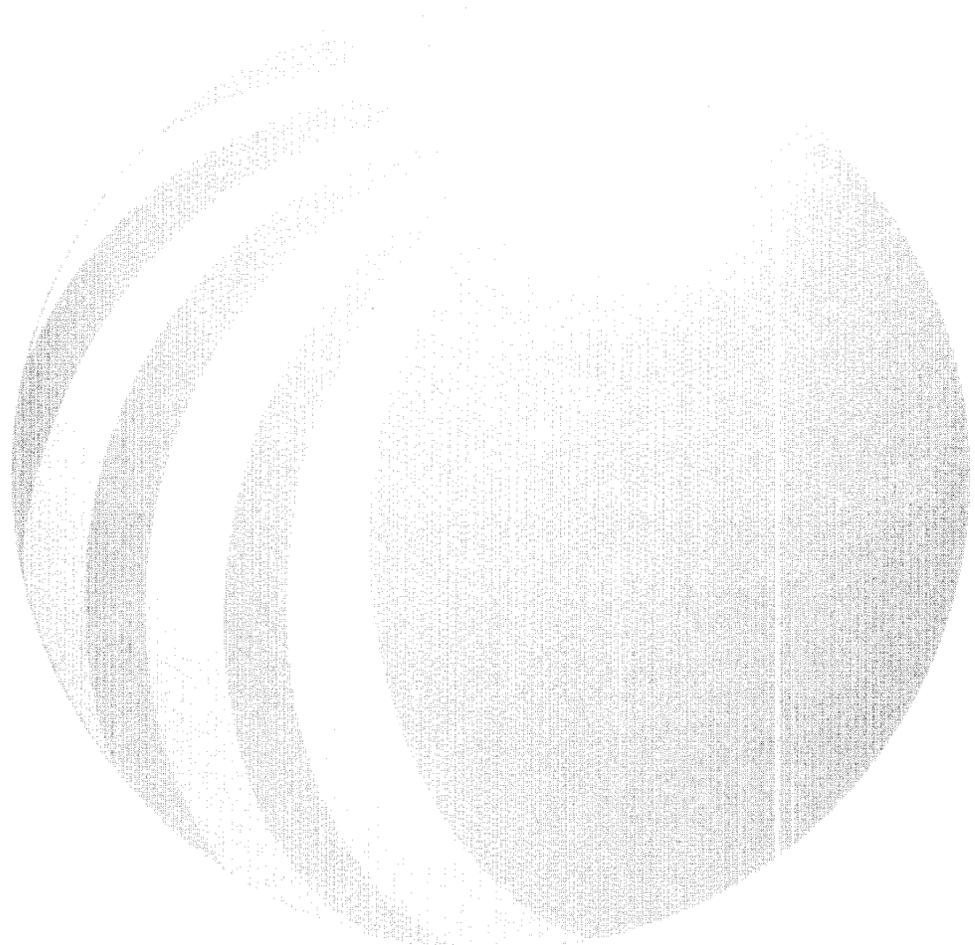
  
Sherry Lewey



LexisNexis™

Research/Development Coordinator

Enclosure



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6 day of May, 2003, is made by The CIT Group/Equipment Financing, Inc., a Delaware 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 J. 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 Sitton  
Name: Amy Sitton  
Title: CONTRACT ADMIN.

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SURFACE TRANSPORTATION BOARD

# Schedule A

Number of Cars		Equipment Description	
120	4,480 C.F. aluminum coal gondola		
1	CEFX	41301	53 CEFX 43044
2	CEFX	41305	54 CEFX 43051
3	CEFX	42915	55 CEFX 43055
4	CEFX	42916	56 CEFX 43060
5	CEFX	42919	57 CEFX 43061
6	CEFX	42923	58 CEFX 43062
7	CEFX	42924	59 CEFX 43070
8	CEFX	42928	60 CEFX 43073
9	CEFX	42933	61 CEFX 43075
10	CEFX	42934	62 CEFX 43078
11	CEFX	42935	63 CEFX 43080
12	CEFX	42938	64 CEFX 43083
13	CEFX	42942	65 CEFX 43093
14	CEFX	42943	66 CEFX 43094
15	CEFX	42945	67 CEFX 43096
16	CEFX	42947	68 CEFX 43097
17	CEFX	42951	69 CEFX 43098
18	CEFX	42953	70 CEFX 43099
19	CEFX	42960	71 CEFX 43102
20	CEFX	42961	72 CEFX 43105
21	CEFX	42965	73 CEFX 43106
22	CEFX	42967	74 CEFX 43107
23	CEFX	42973	75 CEFX 43108
24	CEFX	42977	76 CEFX 43109
25	CEFX	42978	77 CEFX 43116
26	CEFX	42979	78 CEFX 43118
27	CEFX	42980	79 CEFX 43120
28	CEFX	42983	80 CEFX 43127
29	CEFX	42984	81 CEFX 43130
30	CEFX	42988	82 CEFX 43131
31	CEFX	42990	83 CEFX 43133
32	CEFX	42991	84 CEFX 43135
33	CEFX	42992	85 CEFX 43142
34	CEFX	42993	86 CEFX 43147
35	CEFX	43000	87 CEFX 43148
36	CEFX	43004	88 CEFX 43154
37	CEFX	43007	89 CEFX 43164
38	CEFX	43010	90 CEFX 43167
39	CEFX	43012	91 CEFX 43168
40	CEFX	43014	92 CEFX 43169
41	CEFX	43017	93 CEFX 43170
42	CEFX	43018	94 CEFX 43172
43	CEFX	43020	95 CEFX 43174
44	CEFX	43021	96 CEFX 43177
45	CEFX	43024	97 CEFX 43182
46	CEFX	43026	98 CEFX 43184
47	CEFX	43027	99 CEFX 43189
48	CEFX	43029	100 CEFX 43192
49	CEFX	43033	101 CEFX 43194
50	CEFX	43036	102 CEFX 43197
51	CEFX	43038	103 CEFX 43200
52	CEFX	43040	104 CEFX 43201
			105 CEFX 43202
			106 CEFX 43205
			107 CEFX 43215
			108 CEFX 43219
			109 CEFX 43227
			110 CEFX 43228
			111 CEFX 43230
			112 CEFX 43231
			113 CEFX 43235
			114 CEFX 43240
			115 CEFX 43241
			116 CEFX 43245
			117 CEFX 43247
			118 CEFX 43248
			119 CEFX 43249
			120 CEFX 43251