



CORPORATION SERVICE COMPANY

RECORDATION NO. 21548-E FILED

SEP 29 '05

3-30 PM

SURFACE TRANSPORTATION BOARD



September 28, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 147719-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 15, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **TEXAS GENCO, LP as an assignee of RELIANT ENERGY, INC.**
Coal & Lignite Fuels, 10th Floor PO Box 2846 Houston, TX 77252

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: **TEXAS GENCO, LP as an assignee of RELIANT ENERGY, INC.** covering 135 hopper gondolas with reporting marks and numbers – CEFX 41326 – CEFX 41562 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 21548 dated 08/06/98 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

SEP 29 '05

3-30 PM

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF LEASE EXTENSION dated as of this 15th day of ^{September} 2005, 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, TEXAS GENCO, LP as an assignee of RELIANT ENERGY, INC., a Texas limited partnership, with an address at Coal & Lignite Fuels, 10th Floor, P.O. Box 2846, Houston, TX 77252-2846 (the "Lessee" and, together with the Lessor, the "Parties").

SURFACE TRANSPORTATION BOARD

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of 9/15/2005 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railcar Equipment Lease originally dated as of July 2, 1998 (the "Lease"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on August 6, 1998 as recordation number 21548.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and 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 extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, 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.

TEXAS GENCO, LP as assignee of RELIANT ENERGY, INC.

By: Tyler Reich
 Name: Tyler Reich
 Title: VP

Schedule A

Number of Cars

Equipment Description

135 4,480 C.F. aluminum coal gondola

1	CEFX	41326	53	CEFX	41425	105	CEFX	41505
2	CEFX	41327	54	CEFX	41435	106	CEFX	41506
3	CEFX	41328	55	CEFX	41436	107	CEFX	41507
4	CEFX	41331	56	CEFX	41438	108	CEFX	41508
5	CEFX	41332	57	CEFX	41439	109	CEFX	41509
6	CEFX	41335	58	CEFX	41440	110	CEFX	41510
7	CEFX	41340	59	CEFX	41441	111	CEFX	41511
8	CEFX	41342	60	CEFX	41442	112	CEFX	41512
9	CEFX	41344	61	CEFX	41446	113	CEFX	41513
10	CEFX	41347	62	CEFX	41448	114	CEFX	41514
11	CEFX	41350	63	CEFX	41449	115	CEFX	41515
12	CEFX	41352	64	CEFX	41451	116	CEFX	41516
13	CEFX	41355	65	CEFX	41452	117	CEFX	41517
14	CEFX	41357	66	CEFX	41455	118	CEFX	41518
15	CEFX	41358	67	CEFX	41457	119	CEFX	41519
16	CEFX	41359	68	CEFX	41460	120	CEFX	41521
17	CEFX	41360	69	CEFX	41461	121	CEFX	41522
18	CEFX	41361	70	CEFX	41462	122	CEFX	41525
19	CEFX	41362	71	CEFX	41465	123	CEFX	41527
20	CEFX	41367	72	CEFX	41466	124	CEFX	41531
21	CEFX	41368	73	CEFX	41467	125	CEFX	41536
22	CEFX	41373	74	CEFX	41468	126	CEFX	41537
23	CEFX	41374	75	CEFX	41469	127	CEFX	41538
24	CEFX	41377	76	CEFX	41470	128	CEFX	41539
25	CEFX	41384	77	CEFX	41471	129	CEFX	41541
26	CEFX	41388	78	CEFX	41472	130	CEFX	41542
27	CEFX	41391	79	CEFX	41473	131	CEFX	41546
28	CEFX	41392	80	CEFX	41474	132	CEFX	41551
29	CEFX	41393	81	CEFX	41475	133	CEFX	41553
30	CEFX	41395	82	CEFX	41476	134	CEFX	41556
31	CEFX	41396	83	CEFX	41477	135	CEFX	41562
32	CEFX	41397	84	CEFX	41478			
33	CEFX	41398	85	CEFX	41479			
34	CEFX	41399	86	CEFX	41480			
35	CEFX	41400	87	CEFX	41481			
36	CEFX	41401	88	CEFX	41482			
37	CEFX	41402	89	CEFX	41483			
38	CEFX	41403	90	CEFX	41485			
39	CEFX	41404	91	CEFX	41487			
40	CEFX	41405	92	CEFX	41488			
41	CEFX	41406	93	CEFX	41489			
42	CEFX	41408	94	CEFX	41491			
43	CEFX	41409	95	CEFX	41492			
44	CEFX	41410	96	CEFX	41493			
45	CEFX	41411	97	CEFX	41494			
46	CEFX	41412	98	CEFX	41495			
47	CEFX	41413	99	CEFX	41496			
48	CEFX	41415	100	CEFX	41499			
49	CEFX	41416	101	CEFX	41500			
50	CEFX	41417	102	CEFX	41501			
51	CEFX	41419	103	CEFX	41503			
52	CEFX	41420	104	CEFX	41504			