

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

RECORDATION NO.

26234-A  
FILED

MAR 16 '06

2:19 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

March 16, 2006

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of March 3, 2006. The primary document to which this is connected is recorded under Recordation No. 26234. We request that this document be recorded under Recordation No. 26234-A.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

Lessee:

Sierra Pacific Power Company  
6100 Neil Road  
Reno, NV 89511

A description of the equipment covered by the Memorandum of Lease Agreement consists of 60 2006 Trinity Rapid Discharge Coal cars numbered VALX 26045-26104, inclusive.

BALL JANIK LLP

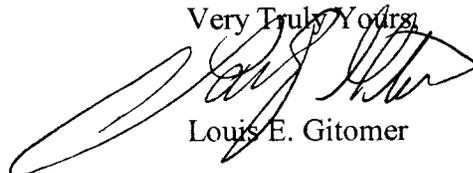
Honorable Vernon A. Williams  
March 16, 2006  
Page 2

A fee of \$ 33.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Sierra Pacific Power Company, 6100 Neil Road, Reno, NV 89511, 60 2006 Trinity Rapid Discharge Coal cars numbered VALX 26045-26104, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name below.

Louis E. Gitomer

Enclosures

RECORDATION NO. 26234-A FILED

MAR 16 '06

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

dated as of March 16, 2006

between

**SIERRA PACIFIC POWER COMPANY,**  
as Lessee,

and

**LASALLE NATIONAL LEASING CORPORATION,**  
as Lessor

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**FILED WITH THE SURFACE TRANSPORTATION BOARD**  
**PURSUANT TO 49 U.S.C. § 11301**  
on \_\_\_\_\_, 2006 at \_\_:\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 16, 2006, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor") and SIERRA PACIFIC POWER COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of February 28, 2006, and Interim Schedule No. 2 thereto and incorporating the terms thereof, dated as of March 16, 2006 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**



STATE OF Nevada )  
 ) ss.  
COUNTY OF Clark )

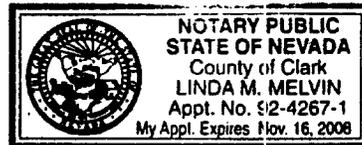
On this 15 day of March, 2006, before me appeared Walter M. Higgins, the person who signed this instrument, who acknowledged that (s)he is the CEO of SIERRA PACIFIC POWER COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Linda M. Melvin  
Notary Public

My commission expires:

11-16-08, \_\_\_\_\_



# LASALLE NATIONAL LEASING CORPORATION

## SCHEDULE OF EQUIPMENT

Lessee: SIERRA PACIFIC POWER COMPANY

Approved By: \_\_\_\_\_  
 (Lessee to initial each page)

Attached to Bill of Sale dated \_\_\_\_\_ 20 \_\_\_\_\_  
 and/or \_\_\_\_\_

Equipment located at:  
180 Stonehouse Exit 212  
 Street No.

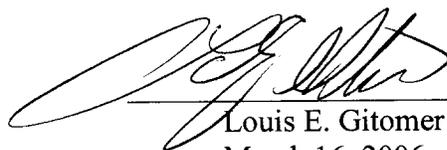
Interim  
 Equipment Schedule No. 2

Valmy                      Humboldt                      NV                      89438  
 City                              County                              State                              Zip

Manufacturer and/or Vendor Name & Invoice No.	Description	Invoice Cost
Trinity Industries, Inc. PO Box 568887 Dallas, TX 75356-8887	30 - 2006 Trinity Rapid Discharge Coal Car, RD VI 119-Ton, Aluminum Body, Steel Underframe w/ Rotary Couplers, 4,207 c.f. capacity - level full, 4,603 c.f. capacity - 10" heap Specification No. HT-D5Q124-A Car Nos.: VALX 26045 - 26074	
Invoice No.: 28109	<b>INVOICE TOTAL</b>	
Invoice No.: 28236	30 - 2006 Trinity Rapid Discharge Coal Car, RD VI 119-Ton, Aluminum Body, Steel Underframe w/ Rotary Couplers, 4,207 c.f. capacity - level full, 4,603 c.f. capacity - 10" heap Specification No. HT-D5Q124-A Car Nos.: VALX 26075 - 26104	
	<b>INVOICE TOTAL</b>	
	<b>LOCATION TOTAL</b>	
	<b>SCHEDULE TOTAL</b>	

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement, dated as of March 16, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
March 16, 2006