



CORPORATION SERVICE COMPANY

RECORDATION NO. 26299 FILED

APR 12 '06

2-48 PM

SURFACE TRANSPORTATION BOARD



April 5, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

RE: 150898-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 19, 2006 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: **Reliant Energy Services, Inc.**
1000 Main St
Houston, TX 77002

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: **Reliant Energy Services, Inc.** covering 123-4,400 C.F. or greater aluminum coal gondola (41326/41562) as further described on the attached schedule A.—
NON 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-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 x 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 19th day of January, 2006 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 RELIANT ENERGY SERVICES, INC., a Delaware corporation, with an address at 1000 Main Street, Houston, TX 77002 (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 January 19, 2006 covering the equipment listed on Schedule A hereto (the "Equipment")

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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 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: William P. O'Brien
Name: William P. O'Brien
Title: 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, was duly authorized, 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.

RELIANT ENERGY SERVICES, INC.

By: David P. Manceor
Name: David P. Manceor
Title: Vice President

[Handwritten mark]

Schedule A

Number of Cars

Equipment Description

123 4,400 C.F. or greater aluminum coal gondola

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