



CORPORATION SERVICE COMPANY

RECORDATION NO: 21548-6 FILED

MAY 09 '06

11-47 AM

SURFACE TRANSPORTATION BOARD



May 6, 2006

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

REF: 087272/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 10, 2006 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: **TEXAS GENCO, LP**
1000 Louisiana Street, Suite 4700 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: **TEXAS GENCO, LP** covering 119 coal gondolas with reporting marks and numbers - CEFX 40271 - CEFX 44465 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #21548 dated 07/02/98 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



CORPORATION SERVICE COMPANY

Attn: Karen January
Surface Transportation Board
Recordation Office
1925 K Street NW, Ste 70
Washington, DC 20423



RE: Additional Checks for STB Filings

Order#'s: 087203/005, 087241/005, 087169/005, 087272/005, 087378/005 and
087387/005

Karen,

Per your request, I have attached new checks for the above referenced requests in the amount of \$34.00. Let me know if any additional information is needed.

Sincerely,

April O'Shea
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
800-995-5071 x 3813

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10th day of April, 2006, 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 II, LP as successor in interest to TEXAS GENCO, LP as 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").

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 April 10, 2006 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.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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TEXAS GENCO II, LP as successor in interest to TEXAS GENCO, LP as assignee of RELIANT ENERGY, INC., by TEXAS GENCO GP, LLC as general partner

By: Steve Winn
Name: Steve Winn
Title: President

Schedule A

Number of Cars

Equipment Description

119

4,480 C.F. aluminum coal gondola

1	CEFX	40271	53	CEFX	40664	105	CEFX	40729
2	CEFX	40328	54	CEFX	40666	106	CEFX	41340
3	CEFX	40330	55	CEFX	40667	107	CEFX	41352
4	CEFX	40451	56	CEFX	40668	108	CEFX	41355
5	CEFX	40597	57	CEFX	40669	109	CEFX	41360
6	CEFX	40598	58	CEFX	40670	110	CEFX	41377
7	CEFX	40599	59	CEFX	40671	111	CEFX	41441
8	CEFX	40601	60	CEFX	40672	112	CEFX	41470
9	CEFX	40602	61	CEFX	40673	113	CEFX	41480
10	CEFX	40605	62	CEFX	40674	114	CEFX	41491
11	CEFX	40606	63	CEFX	40675	115	CEFX	41500
12	CEFX	40607	64	CEFX	40676	116	CEFX	41504
13	CEFX	40609	65	CEFX	40678	117	CEFX	41518
14	CEFX	40610	66	CEFX	40679	118	CEFX	44427
15	CEFX	40612	67	CEFX	40680	119	CEFX	44465
16	CEFX	40613	68	CEFX	40681			
17	CEFX	40615	69	CEFX	40683			
18	CEFX	40616	70	CEFX	40684			
19	CEFX	40617	71	CEFX	40685			
20	CEFX	40618	72	CEFX	40686			
21	CEFX	40619	73	CEFX	40687			
22	CEFX	40620	74	CEFX	40688			
23	CEFX	40621	75	CEFX	40689			
24	CEFX	40623	76	CEFX	40690			
25	CEFX	40624	77	CEFX	40691			
26	CEFX	40625	78	CEFX	40693			
27	CEFX	40627	79	CEFX	40694			
28	CEFX	40628	80	CEFX	40696			
29	CEFX	40629	81	CEFX	40697			
30	CEFX	40630	82	CEFX	40699			
31	CEFX	40631	83	CEFX	40702			
32	CEFX	40633	84	CEFX	40703			
33	CEFX	40634	85	CEFX	40704			
34	CEFX	40635	86	CEFX	40706			
35	CEFX	40636	87	CEFX	40707			
36	CEFX	40637	88	CEFX	40708			
37	CEFX	40638	89	CEFX	40710			
38	CEFX	40639	90	CEFX	40712			
39	CEFX	40641	91	CEFX	40713			
40	CEFX	40642	92	CEFX	40714			
41	CEFX	40643	93	CEFX	40715			
42	CEFX	40646	94	CEFX	40716			
43	CEFX	40647	95	CEFX	40717			
44	CEFX	40649	96	CEFX	40718			
45	CEFX	40650	97	CEFX	40719			
46	CEFX	40651	98	CEFX	40720			
47	CEFX	40653	99	CEFX	40721			
48	CEFX	40655	100	CEFX	40722			
49	CEFX	40656	101	CEFX	40724			
50	CEFX	40658	102	CEFX	40725			
51	CEFX	40660	103	CEFX	40726			
52	CEFX	40662	104	CEFX	40728			