

RECORDATION NO. 27049 FILED

JUN 29 '07 -1 45 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 29, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 18, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Lessee: Carolina Power & Light Company
(d/b/a Progress Energy Carolinas, Inc.)
410 South Wilmington Street
Raleigh, NC 27601

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

36 hopper cars within the series ROKX 8401 – ROKX 8485 (previously marked within the series ELFX 84501 – ELFX 84620) as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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JUN 29 '07 - 1:45 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE
(Equipment Schedule No. 001)

This Memorandum of Lease is entered into as of June 18, 2007, by and between RBS Asset Finance, Inc., an New York corporation having its principal place of business at 71 S. Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and Carolina Power & Light Company d.b.a. Progress Energy Carolinas, Inc., a North Carolina corporation having its principal place of business at 410 South Wilmington Street, Raleigh, North Carolina 27601 ("Lessee").

1. Lessor is the owner of, (collectively, the "Railcars"): See Attached Exhibit A.
2. Lessor and Lessee have entered into Equipment Schedule No. 001 issued pursuant to a Master Rail Lease Agreement having an effective date of June 18, 2007 pursuant to which Equipment Schedule Lessor will lease the Railcars to Lessee for an initial term of 240 months commencing as of June 18, 2007.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged
Lessor
in the presence of:

Jeanine A. Douglas
Erwin

RBS ASSET FINANCE, INC.,

By Tanya Finn
Name Tanya Finn
Title Senior Vice President

Signed and acknowledged

Paula J. Sims
Pam Hensley

CAROLINA POWER & LIGHT
COMPANDY D.B.A. PROGRESS
ENERGY CAROLINAS, INC.,
Lessee

By Paula J. Sims
Name Paula J. Sims
Title Senior Vice President

State of IL)
County of Cook) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Tanya Finn, its Sr Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 22 day of June, 2007.

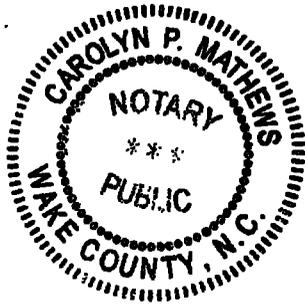
M Delvalle
Notary Public



State of North Carolina)
) ss:
County of Wake)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Carolina Power & Light Company d.b.a. Progress Energy Carolinas, Inc., a North Carolina corporation (the "Corporation"), by Paula J, Sims, its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Raleigh, North Carolina, this 18th day of June, 2007.



Carolyn P Mathews

Notary Public

Carolyn P. Mathews

EXHIBIT A

36 1984 Greenville built aluminum body hopper cars with rapid discharge systems.
263,000 lb max load rail weight with the following marks and numbers:

Old AAR Mark	Old Number	New AAR Mark	New Number
ELFX	84501	ROKX	8401
ELFX	84507	ROKX	8404
ELFX	84519	ROKX	8414
ELFX	84520	ROKX	8415
ELFX	84526	ROKX	8416
ELFX	84529	ROKX	8419
ELFX	84531	ROKX	8421
ELFX	84535	ROKX	8424
ELFX	84537	ROKX	8426
ELFX	84538	ROKX	8427
ELFX	84541	ROKX	8430
ELFX	84544	ROKX	8432
ELFX	84545	ROKX	8433
ELFX	84548	ROKX	8434
ELFX	84557	ROKX	8437
ELFX	84561	ROKX	8439
ELFX	84563	ROKX	8441
ELFX	84568	ROKX	8445
ELFX	84572	ROKX	8448
ELFX	84573	ROKX	8449
ELFX	84574	ROKX	8450
ELFX	84578	ROKX	8454
ELFX	84579	ROKX	8455
ELFX	84580	ROKX	8456
ELFX	84585	ROKX	8460
ELFX	84586	ROKX	8461
ELFX	84587	ROKX	8462
ELFX	84593	ROKX	8467
ELFX	84596	ROKX	8470
ELFX	84600	ROKX	8473
ELFX	84601	ROKX	8474
ELFX	84602	ROKX	8475
ELFX	84603	ROKX	8476
ELFX	84608	ROKX	8479
ELFX	84614	ROKX	8482
ELFX	84620	ROKX	8485

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/29/07



Robert W. Alvord