

RECORDATION NO. 27049 - A FILED

JUL 17 '07 -3 00 PM

SURFACE TRANSPORTATION BOARD

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

July 17, 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 (Equipment Schedule No. 2), dated as of July 10, 2007, secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 27049.

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:

22 hopper cars within the series ROKX 8402 – ROKX 8480 (previously marked within the series ELFX 84502 – ELFX 84612) 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 (Equipment Schedule No. 2).

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,



Robert W. Alvord

RWA/sem
Enclosures

JUL 17 '07 -3 00 PM

MEMORANDUM OF LEASE
(Equipment Schedule No. 002)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of July 10, 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. 002 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 July 10, 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:

[Signature]
Ken J. Alberts

RBS ASSET FINANCE, INC.,

By [Signature]
Name Tanya Finn
Senior Vice President

Title _____

Signed and acknowledged

[Signature]
[Signature]

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

By [Signature] 10/13
Name Robert H. Bazemore, Jr.

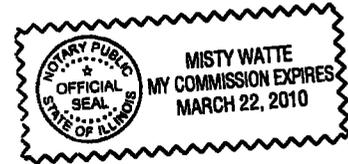
Title Vice President

State of Illinois)
) ss:
County of Cook)

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 Senior 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 Cook County Illinois, this 16th day of July, 2007.

Misty Watte
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 Robert H. Bazemore, Jr., 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 10th day of July, 2007.

*My Commission Expires
12/16/2011*

Mary D. Fitch

Notary Public
Mary D Fitch



EXHIBIT A

22 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 Mark	Old Number	New Mark	New Number
ELFX	84502	ROKX	8402
ELFX	84504	ROKX	8403
ELFX	84512	ROKX	8407
ELFX	84514	ROKX	8409
ELFX	84515	ROKX	8410
ELFX	84518	ROKX	8413
ELFX	84527	ROKX	8417
ELFX	84533	ROKX	8422
ELFX	84534	ROKX	8423
ELFX	84539	ROKX	8428
ELFX	84550	ROKX	8435
ELFX	84556	ROKX	8436
ELFX	84566	ROKX	8443
ELFX	84571	ROKX	8447
ELFX	84576	ROKX	8452
ELFX	84577	ROKX	8453
ELFX	84582	ROKX	8458
ELFX	84590	ROKX	8465
ELFX	84591	ROKX	8466
ELFX	84598	ROKX	8471
ELFX	84606	ROKX	8477
ELFX	84612	ROKX	8480