

RECORDATION NO. 27049-3 FILED

AUG 09 '07 -11 15 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A LESTER

August 9, 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. 003), dated as of August 7, 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, 28<sup>th</sup> Floor  
Chicago, Illinois 60606

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



RECORDATION NO. 27049-15 FILED

MEMORANDUM OF LEASE

AUG 09 '07 -11 15 AM

(Equipment Schedule No. 003)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of August 7, 2007, by and between RBS Asset Finance, Inc., an New York corporation having its principal place of business at 71 S. Wacker Drive, 28<sup>th</sup> 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. 003 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 August 7, 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]  
[Signature]

RBS ASSET FINANCE, INC.,

By [Signature]  
Name Tanya Finn  
Title Senior Vice President

Signed and acknowledged

[Signature] 8-7-07  
[Signature] 8-7-07

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

By [Signature] RTB  
Name Alexander J. Weintraub  
Title Executive Director -  
Regulated Fuels

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 Chicago, Illinois, this 8<sup>th</sup> day of August, 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 Alexander J. Weintraub, its Executive Director – Regulated Fuels, 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 7th day of August, 2007.

Nendy M. Duan  
Notary Public

Commission expires July 5, 2012

EXHIBIT A

27 1984 Greenville built aluminum body hopper cars with rapid discharge systems.  
263,000 lb max load rail weight with the following marks and numbers:

<b>Old Mark</b>	<b>Old Number</b>	<b>New Mark</b>	<b>New Number</b>	<b>Total Cost</b>
ELFX	84508	ROKX	8405	48,582.27
ELFX	84511	ROKX	8406	46,233.21
ELFX	84513	ROKX	8408	45,908.95
ELFX	84516	ROKX	8411	45,842.29
ELFX	84517	ROKX	8412	47,813.32
ELFX	84528	ROKX	8418	46,077.03
ELFX	84530	ROKX	8420	46,404.83
ELFX	84536	ROKX	8425	46,690.48
ELFX	84540	ROKX	8429	45,965.23
ELFX	84543	ROKX	8431	47,167.99
ELFX	84559	ROKX	8438	47,208.65
ELFX	84562	ROKX	8440	46,649.84
ELFX	84565	ROKX	8442	47,407.96
ELFX	84567	ROKX	8444	49,223.26
ELFX	84569	ROKX	8446	47,421.38
ELFX	84575	ROKX	8451	48,462.33
ELFX	84581	ROKX	8457	48,296.62
ELFX	84584	ROKX	8459	46,950.57
ELFX	84588	ROKX	8463	47,087.29
ELFX	84589	ROKX	8464	46,130.78
ELFX	84594	ROKX	8468	48,513.61
ELFX	84595	ROKX	8469	46,088.77
ELFX	84599	ROKX	8472	47,501.56
ELFX	84607	ROKX	8478	46,528.73
ELFX	84613	ROKX	8481	47,140.11
ELFX	84618	ROKX	8483	47,175.23
ELFX	84619	ROKX	8484	47,132.03