

RECORDATION NO. 25578 -C FILED

NOV 05 '07 -3 30 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A LESTER

November 5, 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 Assignment, Assumption, Consent and Contract Amendment Agreement, dated as of October 23, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease previously filed with the Board under Recordation Number 25578.

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

Sub-Lessee/
Assignor: Exelon Generation Company, LLC
c/o Constellation Power Source
111 Market Place, Suite 500
Baltimore, MD 21202-4035

(New) Sub-Lessee/
Assignee: Virginia Power Energy Marketing, Inc.
120 Tredegar Street - DEC
Richmond, VA 23219

Sub-Lessor/
Consent: North America Rail Leasing #2 LLC
(d/b/a/ Babcock & Brown Rail Leasing)
885 Second Avenue 49th Floor
New York, NY 10017

Mr. Vernon A. Williams
November 5, 2007
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A description of the railroad equipment covered by the enclosed document is:

235 railcars within the series COMX 9001 - COMX 9245 as more particularly set forth in the equipment schedule attached to the document.

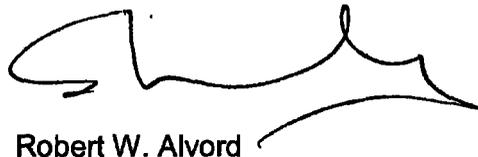
A short summary of the document to appear in the index is:

Memorandum of Assignment, Assumption, Consent and Contract Amendment Agreement.

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

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SURFACE TRANSPORTATION BOARD
EXECUTION VERSION

MEMORANDUM OF ASSIGNMENT, ASSUMPTION, CONSENT AND CONTRACT
AMENDMENT AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT, ASSUMPTION, CONSENT AND CONTRACT AMENDMENT AGREEMENT, dated as of ~~October 22~~ 23 2007 is between Virginia Power Energy Marketing, Inc. ("VPEM"), Exelon Generation Company, LLC ("Exelon"), and North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing) ("Company") (together, the "Parties"). Capitalized terms used herein and not otherwise defined shall have the meaning ascribed thereto in the Assignment (as defined below).

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Assignment, Assumption, Consent and Contract Amendment Agreement dated as of October 23, 2007 (the "Assignment") covering the equipment listed on Schedule A hereto (the "Equipment") and, in respect of the Equipment, the Lease Agreement No. 1519-01 dated May 22, 1998 and Rider No. 1 dated April 25, 1995 (as amended, modified or supplemented, the "Lease");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Assignment 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, by this instrument, the Parties intend to evidence the assignment to VP

EM by Exelon of the Lease and Company's consent thereto pursuant to the terms and conditions provided in the Assignment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this instrument has been duly executed by the Parties hereto as of the date first above written.

EXELON GENERATION COMPANY, LLC

By: *IMcLean* *init*
Name: **Ian McLean**
Title: **President of Exelon Power Team
An Officer of Exelon Generation Company, LLC**

VIRGINIA POWER ENERGY MARKETING,
INC.

By: _____
Name:
Title:

NORTH AMERICA RAIL LEASING #2 LLC
(D/B/A BABCOCK & BROWN RAIL LEASING)
("COMPANY")

By: _____
Name:
Title:

State of Pennsylvania)
)
County of Chester)

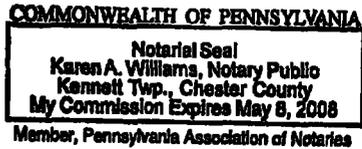
On this, the 26th day of October, 2007, before me, a Notary Public in and for said County and State, personally appeared Jan McLean, a President of Evelon Power Team, who acknowledged himself/herself to be a duly authorized officer of Evelon Generation Company, LLC, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

In Witness Whereof, I have hereunto set my hand and official seal on the date above mentioned.

Name: Karen A. Williams
Notary Public

My Commission Expires: May 8, 2008

Residing in: Chester County

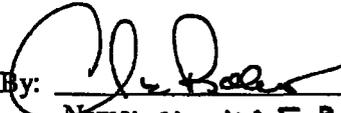


IN WITNESS WHEREOF, this instrument has been duly executed by the Parties hereto as of the date first above written.

EXELON GENERATION COMPANY

By: _____
Name:
Title:

VIRGINIA POWER ENERGY MARKETING,
INC.

By:  _____
Name: Charles E. Roberts
Title: President

NORTH AMERICA RAIL LEASING #2 LLC
(D/B/A BABCOCK & BROWN RAIL LEASING)
("COMPANY")

By: _____
Name:
Title:

State of Virginia)
City of Richmond)
County of Richmond)

On this, the 24th day of October, 2007, before me, a Notary Public in and for said ^{City} ~~County~~ and State, personally appeared Charles E. Roberts, a President of VPEM, who acknowledged himself/~~herself~~ to be a duly authorized officer of VPEM, and that, as such officer, being authorized to do so, he/~~she~~ executed the foregoing instrument for the purposes therein contained.

In Witness Whereof, I have hereunto set my hand and official seal on the date above mentioned.

Name: Gail B. Thompson
Notary Public

My Commission Expires: 4-30-2010

Residing in: Midlothian, VA

IN WITNESS WHEREOF, this instrument has been duly executed by the Parties hereto as of the date first above written.

EXELON GENERATION COMPANY

By: _____
Name:
Title:

VIRGINIA POWER ENERGY MARKETING,
INC.

By: _____
Name:
Title:

NORTH AMERICA RAIL LEASING #2 LLC
(D/B/A BABCOCK & BROWN RAIL LEASING)
("COMPANY")

By:  _____
Name: Larry Littlefield
Title: Vice President

State of Connecticut)
) ss.
County of Fairfield)

On this, the 25th day of October, 2007, before me, a Notary Public in and for said County and State, personally appeared Larry Littlefield, a Vice President of North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing), who acknowledged himself to be a duly authorized officer of North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing), and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

In Witness Whereof, I have hereunto set my hand and official seal on the date above mentioned.

Name: 
Notary Public

My Commission Expires: 4/30/2010

Residing in: Fairfield, CT

LINDA ARDITO
Notary Public
State of Connecticut
My Commission Expires April 30, 2010

SCHEDULE A

<u>Number of Cars</u>	<u>Year Built</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Casualty Marks</u>
Two hundred and thirty-five (235)	1995	4074 cubic feet rotary Aluminum Rapid Discharge IV coal cars with 286,000 gross weight on rail.	COMX 9001-9245, inclusive	COMX 9062, 9090, 9095, 9107, 9108, 9143, 9191, 9199, 9209, 9222

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: 11 / 5 / 07



Robert W. Alvord