

RECORDATION NO. 26241 FILED

MAR 10 '06 2-19 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

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

20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

March 10, 2006

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 Equipment Lease, dated as of March 10, 2006, 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: 2006 Texas Genco Railcar Trust I,
acting through U.S. Bank Trust National
Association, not in its individual capacity, but
solely as Owner Trustee
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Lessee: Texas Genco II, LP
by New Genco, GP, LLC, its General Partner
1301 McKinney, Suite 2300
Houston, Texas 77010

Mr. Vernon A. Williams
March 10, 2006
Page 2

A description of the railroad equipment covered by the enclosed document
is:

270 aluminum BethGon II railcars: TGNX 30001 – TGNX 30270.

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

Memorandum of Equipment Lease.

Also enclosed is a check in the amount of \$33.00 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,



Edward M. Luria

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

2006 TEXAS GENCO RAILCAR TRUST I

MEMORANDUM OF EQUIPMENT LEASE

Memorandum of Equipment Lease made and entered into on March 10, 2006 by and between Texas Genco II, LP, a Texas limited partnership ("*Lessee*") and 2006 Texas Genco Railcar Trust I, acting through U.S. Bank Trust National Association, not in its individual capacity except as expressly stated herein but solely as Owner Trustee ("*Lessor*").

WITNESSETH

The undersigned have entered into that certain Equipment Lease (the "*Lease*"), dated as of March 10, 2006, and Equipment Schedules Nos. 1 and 2 thereto, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railcars bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Equipment Lease to be duly executed by their respective officers duly authorized as of the date hereof

TEXAS GENCO II, LP as Lessee

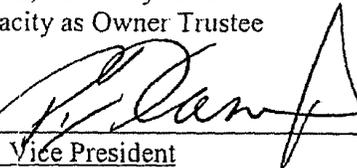
By NEW GENCO GP, LLC
Its General Partner

By: _____
Its: _____

Address

Attention: Treasurer or Chief Legal Officer

2006 TEXAS GENCO RAILCAR TRUST I,
acting through U.S. Bank Trust National
Association, not in its individual capacity
except as expressly provided
herein, but solely in its
capacity as Owner Trustee

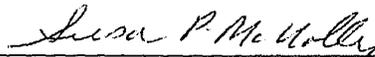
By: 
Its: Vice President

Address : U.S Bank N.A.
225 Asylum Street - 23rd Floor
Hartford, Connecticut 02103

STATE OF Connecticut)
) SS:
COUNTY OF Hartford)

On this, the 9th day of March 2006, before, a Notary Public in and for said County and State, personally appeared Philip G. Kane, Jr., who being by me duly sworn, says that (s)he is the Vice President of U.S. Bank Trust National Association, that said instrument was signed on March 9th, 2006 on behalf of said company by authority of its Vice President, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Susan P. McNally
Notary Public
My Commission Expires: March 31, 2010
Residing in the State of Connecticut

STATE OF)
) SS:
COUNTY OF)

On this, the _____ day of March 2006, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of Texas Genco II, LP that said instrument was signed on March ____, 2006 on behalf of said company by authority of its _____, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:

Residing in _____

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Equipment Lease to be duly executed by their respective officers duly authorized as of the date hereof.

TEXAS GENCO II, LP as Lessee

By NEW GENCO GP, LLC

Its General Partner

By: *[Signature]* ~~SEC~~

Its: President

Address 1301 McKinney, Suite 2300
Houston, TX 77010

Attention: Treasurer or Chief Legal Officer

2006 TEXAS GENCO RAILCAR TRUST I,
acting through U.S. Bank Trust National
Association, not in its individual capacity
except as expressly provided
herein, but solely in its
capacity as Owner Trustee

Part of
Public Record
MAY 1 2006
OFFICE OF RECORDINGS
ENTERED

By: _____

Its: _____

Address

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of March 2006, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. Bank Trust National Association, that said instrument was signed on March ____, 2006 on behalf of said company by authority of its _____, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

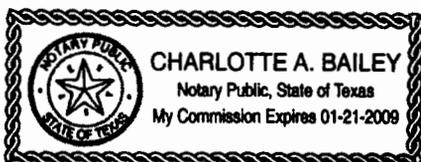
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Texas)
) SS:
COUNTY OF Harris)

On this, the 9th day of March 2006, before me, a Notary Public in and for said County and State, personally appeared Steven C. Winn, who being by me duly sworn, says that he is the President of Texas Genco II, LP that said instrument was signed on March 9, 2006 on behalf of said company by authority of its General Partner, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Charlotte A. Bailey
Name:
Notary Public
My Commission Expires: 1-21-2009
Residing in Houston, TX

Exhibit A

Equipment: FreightCar America, Inc. 120-ton aluminum BethGon® II Railcars
Quantity: Two-Hundred Seventy (270)
Road Numbers: TGNX 30001 – 30270

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: March 10, 2006

A handwritten signature in cursive script, appearing to read "Edward M. Luria", written over a horizontal line.

Edward M. Luria