

RECORDATION NO. 21376-BC FILED

JAN 6 '99

2-25 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

January 6, 1999

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 three (3) copies of a Memorandum of Equipment Schedule No. 023, dated as of September 1, 1995, a secondary document as defined in the Board's Rules for the Recordation of Documents and a Memorandum of Lease Assignment and Assumption Agreement, dated as of December 21, 1998, a secondary document related thereto.

The enclosed document relates to the Master Equipment Lease Agreement for which Schedule No. 021 was previously filed with the Board under Recordation Number 21376.

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

Equipment Schedule No. 023

Lessor: The Vaughn Group, Ltd.
8240 Beckett Park Drive
Hamilton, Ohio 45011

Lessee: PSI Energy, Inc.
1000 E. Main Street
Plainfield, Indiana 46168

C. Cantor *parts* *—* *C. Bartman*

Mr. Vernon A. Williams
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Memorandum of Lease Assignment and Assumption Agreement

Assignee: Star Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

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

Two hundred and forty (240) railcars bearing JEPX reporting
marks and road numbers 001 through 240

Also enclosed is a check in the amount of \$52.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

JAN 6 '99

2-25 PM

**MEMORANDUM OF EQUIPMENT SCHEDULE NO. 023
TO MASTER EQUIPMENT LEASE AGREEMENT
DATED SEPTEMBER 1, 1995**

Memorandum of Lease Schedule No. 023 to Master Equipment Lease Agreement dated September 1, 1995, by and between The Vaughn Group, Ltd. ("Lessor"), and PSI Energy, Inc. ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Equipment Schedule No. 023 (the "Schedule") to Master Equipment Lease Agreement dated September 1, 1995 (the "Lease"), whereby the Lessor agrees to lease to Lessee, and Lessee agrees to lease from Lessor in accordance with the terms and conditions hereinafter set forth in the Lease, the equipment described as railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Schedule.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: 

Name: **John V. Handelsman**

President and CEO

Title: _____

PSI ENERGY, INC.

By: 

Name: **James R. Lance**

Manager Corporate Finance

Title: **and Financial Risk Management**

Exhibit A

Equipment Location:

Wabash River Generating Station
West Terre Haute, Indiana 47885
Vigo County

and

Equipment Location:

Gibson Generating Station
Owensville, Indiana 47665
Gibson County

| Vendor | Mfg. | Qty. | Description | Car No. |
|-------------------------------|-------------------------------|-------------|---|-------------------------|
| Johnstown America Corporation | Johnstown America Corporation | 240 | New AutoFlood II Rotary Dump Aluminum, 4000 Cubic Foot Capacity, Open Top, 16 Door Railcars | JEPX001 through JEPX240 |

STATE OF Ohio)
COUNTY OF Butler) SS

On this 18th day of December, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Kathy J. Voegelé
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF Ohio)
COUNTY OF Hamilton) SS

On this 17th day of December, 1998 before me personally appeared James R. Lance, to me personally known, who being duly sworn, says that he/she is the Manager of Corporate Finance and Financial Risk Management, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

St. Niederbauer
Notary Public

My commission expires:

STEVEN A. NIEDERBAUMER
Notary Public, State of Ohio
My Commission Expires Oct. 26, 1999