

RECORDATION NO. 21376-BC FILED

JAN 6 '99

2-25 PM

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OF COUNSEL
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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 — *K. 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

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**MEMORANDUM OF LEASE
ASSIGNMENT AND ASSUMPTION AGREEMENT**

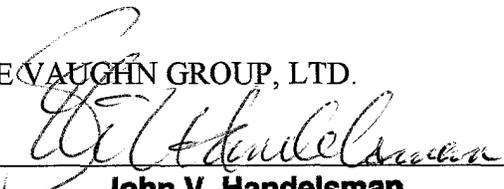
Memorandum of Lease Assignment and Assumption Agreement made and entered into as of December 21, 1998 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

WITNESSETH:

1. Vaughn, as Lessor, has entered into that certain Equipment Schedule No. 023 (the "Schedule") to Master Equipment Lease Agreement (the "Lease") dated September 1, 1995, with PSI Energy, Inc., as Assignor, with respect to the railroad equipment set forth on Exhibit A attached hereto.
2. Vaughn has agreed to sell and assign to Star and Star as agreed to accept from Vaughn the Lease and the railroad equipment subject to that Lease.
3. This Memorandum of Lease Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute on instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

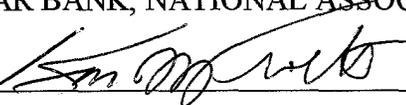
THE VAUGHN GROUP, LTD.

By: 

John V. Handelsman

Title: **President and CEO**

STAR BANK, NATIONAL ASSOCIATION

By: 

Title: VP.

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 4th day of January, 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. Voegele
Notary Public

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

STATE OF OH)
COUNTY OF Hamilton) SS

On this 29th day of December, 1998 before me personally appeared Kim J. Trombetta, to me personally known, who being duly sworn, says that he/she is the VP of Star Bank, 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.

Michael P. Dickman
Notary Public

My commission expires:

MICHAEL P. DICKMAN
Notary Public, State of Ohio
My Commission Expires July 23, 2003