

# TROUTMAN SANDERS LLP

A T T O R N E Y S A T L A W  
A LIMITED LIABILITY PARTNERSHIP

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August 3, 2000

19529-A

AUG 3 2000 4:27 PM

SURFACE TRANSPORTATION BOARD

## VIA HAND DELIVERY

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Room 704  
Washington, D.C. 20423

RE: Railcar File No. 19529-\_\_\_\_  
Gondola Cars Leased by Paducah & Louisville Railway, Inc.

Dear Secretary Williams:

I am enclosing herewith an original and one duplicate original of a secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. A description of the equipment covered by the document follows hereafter.

Secondary Document: The secondary document filed herewith is:

Notice of Termination of Lease and Termination of Memorandum of Lease, dated August 1, 2000, between First Union Rail Corporation (successor to USL Capital Corporation, Rail Services), One O'Hare Centre, 6250 River Road, Suite 5000, Rosemont, IL 60018 ("Lessor"), and Paducah & Louisville Railway, Inc., 1500 Kentucky Avenue, Paducah, KY 42003 ("Lessee"), pertaining to 85 gondola cars marked PAL.

The primary document to which this is connected is recorded under Recordation No. 19529.

The names and addresses of the parties to the secondary document are as follows:

Lessee:

Paducah & Louisville Railway, Inc.  
1500 Kentucky Avenue  
Paducah, KY 42003

TROUTMAN SANDERS LLP  
ATTORNEYS AT LAW  
A LIMITED LIABILITY PARTNERSHIP

The Honorable Vernon A. Williams  
August 3, 2000  
Page 2

Lessor:

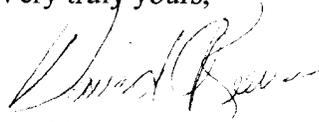
First Union Rail Corporation  
One O'Hare Centre, 6250 River Road, Suite 5000  
Rosemont, IL 60018

Summary for the index: The secondary document is:

Notice of complete termination of lease.

Enclosed please find a check for this filing in the amount of \$26.00. Please return all enclosed documents not needed by the Board for recordation to the person delivering the filing.

Very truly yours,



David C. Reeves  
Attorney for Paducah & Louisville Rwy., Inc.

REGISTRATION [9529-A]

2/7/00

**NOTICE OF TERMINATION OF LEASE  
AND TERMINATION OF MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD

This NOTICE OF TERMINATION OF LEASE AND MEMORANDUM OF LEASE is made as of this 1<sup>st</sup> day of August, 2000, by and between FIRST UNION RAIL CORPORATION, whose mailing address is One O'Hare Centre, 5250 River Road, Ste 5000, Rosemont, IL, as Lessor, and PADUCAH & LOUISVILLE RAILWAY, INC., whose address is 1500 Kentucky Avenue, Paducah, Kentucky, 42003, as Lessee.

WITNESSETH:

WHEREAS, Lessee entered into a Lease Agreement with USL Capital Corporation, Rail Services, successor in interest to Chrysler Rail Transportation Corporation, as lessor pertaining to ~~158 boxcars~~ <sup>8 gondola cars</sup> marked PAL, as more specifically described in the Memorandum of Lease with respect thereto which was recorded with the Interstate Commerce Commission in Recordation File No. 19529;

WHEREAS, Lessor has acquired the rail services business (including ownership of the railcars subject to the above-described lease) from USL Capital Corporation, Rail Services, successor in interest to Chrysler Rail Transportation Corporation;

WHEREAS, the above-described lease between USL Capital Corporation, Rail Services, successor in interest to Chrysler Rail Transportation Corporation, as lessor and Paducah & Louisville Railway, Inc., as lessee has been terminated; and

WHEREAS, a portion of the above-described boxcars are now under lease from Lessor to Lessee pursuant to a lease dated November 1, 1997, a Memorandum of which was filed for recordation with the Surface Transportation Board under Recordation No. 21186;

NOW, THEREFORE, the parties desiring to clarify the public record state as follows:

1. This Notice serves as notice that the lease between USL Capital Corporation, Rail Services, successor in interest to Chrysler Rail Transportation Corporation, as lessor and Paducah & Louisville Railway, Inc., as lessee, relating to 85 gondola cars and evidenced by the MEMORANDUM OF LEASE filed with the Interstate Commerce Commission and recorded in Recordation File No. 19529, has been terminated in all respects.

2. Lessor and Lessee have entered into a lease agreement dated November 1, 1997, a memorandum of which has been recorded with the Surface Transportation Board under Recordation No. 21186.

3. The Lessor and Lessee agree that this NOTICE OF TERMINATION OF LEASE AND TERMINATION OF MEMORANDUM OF LEASE shall be recorded with the Surface Transportation Board, successor to the recordation responsibilities of the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11301 (1994 and Supp. II 1996). The execution and delivery of this notice is not intended to and shall not change, modify, or amend the provisions of the lease referred to in numbered paragraph 2 above.

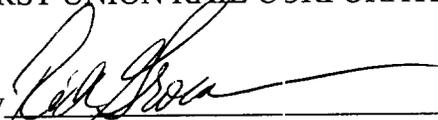
IN WITNESS WHEREOF, the parties hereto have caused this NOTICE OF TERMINATION OF LEASE AND TERMINATION OF MEMORANDUM OF LEASE to be duly executed by their duly authorized representatives as of this 1<sup>st</sup> day of August, 2000.

Attest:  
(Lessor)

  
\_\_\_\_\_  
(Corporate Seal)

Lessor:

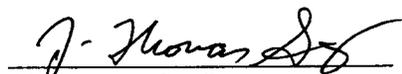
FIRST UNION RAIL CORPORATION

By   
\_\_\_\_\_

Name: Rick Grossman

Title: Vice President-Equipment

Attest:  
(Lessee)

  
\_\_\_\_\_  
(Corporate Seal)

Lessee:

PADUCAH & LOUISVILLE RAILWAY,  
INC.

By   
\_\_\_\_\_

Name: ANTHONY V. REAK

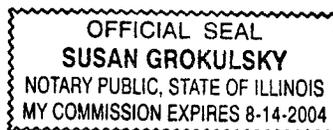
Title: PRESIDENT + CEO

STATE OF Illinois )  
 ) SS  
COUNTY OF Cook )

On this 1st day of August, 2000, in Cook County, Illinois, before me personally appeared Rick Grossman, to me personally known, who being by me duly sworn, says that [s]he is the VP-Equipment of FIRST UNION RAIL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Susan Grokulska  
Notary Public

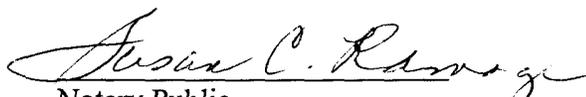
[NOTARIAL SEAL]



My commission expires: 8-14-2004

STATE OF KENTUCKY            )  
  ) SS  
COUNTY OF McCracken        )

On this 31<sup>st</sup> day of <sup>July 20</sup> ~~August~~, 2000, in McCracken County, Kentucky, before me personally appeared Anthony V. Reck, to me personally known, who being by me duly sworn, says that [s]he is the PRESIDENT + CEO of PADUCAH & LOUISVILLE RAILWAY, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[NOTARIAL SEAL]

My commission expires: 10-10-2001