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Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

MAY 4 2001

RECORDATION NO. 20817-A FILED

MAY 07 '01 10:07 AM



Dear Taledia,

SURFACE TRANSPORTATION BOARD

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 1, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **PSI ENERGY, INC.**
1000 E. Main Street, Plainfield, IN 46168-1782

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **PSI ENERGY, INC.** covering 120 coal hoppers with reporting marks and numbers – CEFX 62577 – CEFX 62696, INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #20817 dated 8/15/97 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
New Business Development/Research Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of Feb, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and PSI ENERGY, INC., a Indiana corporation, with an address at , 1000 E. Main Street, Plainfield, IN 46168-1782 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 7, 1997 covering the equipment listed on Rider A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on August 15, 1997 as recordation number 20817.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Richard M. Latini
Name: RICHARD M LATINI
Title: V.P. SALES

I certify that I hold the title set forth below, that I am duly authorized to sign this instrument on behalf of the Lessee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PSI ENERGY, INC.

By: Rebecca L Step
Name: Rebecca L Step
Title: Manager Fuel Transportation

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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Description</u>	<u>Car marks and</u>
120	c.f. aluminum bottom discharge coal hoppers	<u>Numbers</u>
1	CEFX 62577	81 CEFX 62657
2	CEFX 62578	82 CEFX 62658
3	CEFX 62579	83 CEFX 62659
4	CEFX 62580	84 CEFX 62660
5	CEFX 62581	85 CEFX 62661
6	CEFX 62582	86 CEFX 62662
7	CEFX 62583	87 CEFX 62663
8	CEFX 62584	88 CEFX 62664
9	CEFX 62585	89 CEFX 62665
10	CEFX 62586	90 CEFX 62666
11	CEFX 62587	91 CEFX 62667
12	CEFX 62588	92 CEFX 62668
13	CEFX 62589	93 CEFX 62669
14	CEFX 62590	94 CEFX 62670
15	CEFX 62591	95 CEFX 62671
16	CEFX 62592	96 CEFX 62672
17	CEFX 62593	97 CEFX 62673
18	CEFX 62594	98 CEFX 62674
19	CEFX 62595	99 CEFX 62675
20	CEFX 62596	100 CEFX 62676
21	CEFX 62597	101 CEFX 62677
22	CEFX 62598	102 CEFX 62678
23	CEFX 62599	103 CEFX 62679
24	CEFX 62600	104 CEFX 62680
25	CEFX 62601	105 CEFX 62681
26	CEFX 62602	106 CEFX 62682
27	CEFX 62603	107 CEFX 62683
28	CEFX 62604	108 CEFX 62684
29	CEFX 62605	109 CEFX 62685
30	CEFX 62606	110 CEFX 62686
31	CEFX 62607	111 CEFX 62687
32	CEFX 62608	112 CEFX 62688
33	CEFX 62609	113 CEFX 62689
34	CEFX 62610	114 CEFX 62690
35	CEFX 62611	115 CEFX 62691
36	CEFX 62612	116 CEFX 62692
37	CEFX 62613	117 CEFX 62693
38	CEFX 62614	118 CEFX 62694
39	CEFX 62615	119 CEFX 62695
40	CEFX 62616	120 CEFX 62696
41	CEFX 62617	
42	CEFX 62618	
43	CEFX 62619	
44	CEFX 62620	
45	CEFX 62621	
46	CEFX 62622	
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74	CEFX 62650	
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80	CEFX 62656	