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RECORDATION NO. 23634-A FILED

DEC 27 '01 4-02 PM

SURFACE TRANSPORTATION BOARD

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

December 27, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of First Amendment to Lease Schedule No. 001 to Master Lease Agreement No. 228, a secondary document, dated as of December 19, 2001. The primary document to which this is connected is recorded under Recordation No. 23634. We request that one copy of this document be recorded under Recordation No. 23634-A.

The names and addresses of the parties to the Memorandum of First Amendment to Lease Schedule No. 001 to Master Lease Agreement No. 228 are:

Lessor:

The Vaughn Group, Inc.
8250 Beckett Park Drive
Hamilton OH 45236

Lessee:

PSI Energy, Inc.
1000 East Main Street
Plainfield IN 46168

A description of the equipment covered by the Memorandum of First Amendment to Lease Schedule No. 001 to Master Lease Agreement No. 228 consists of 120 open top hopper cars in the Attachment.

BALL JANIK LLP

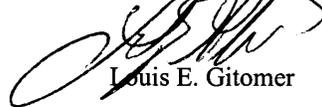
Honorable Vernon A. Williams
December 27, 2001
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A fee of \$28.00 is enclosed. Please return two originals of the document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the documents to appear in the index follows: a Memorandum of First Amendment to Lease Schedule No. 001 to Master Lease Agreement No. 228 between The Vaughn Group, Inc., 8250 Beckett Park Drive, Hamilton OH 45236, and PSI Energy, Inc., 1000 East Main Street, Plainfield IN 46168, covering 120 open top hopper cars in the Attachment.

Very Truly Yours,



Louis E. Gitomer

Enclosures

**MEMORANDUM OF FIRST AMENDMENT TO
LEASE SCHEDULE NO. 001
TO MASTER LEASE AGREEMENT NO. 228
DATED DECEMBER 19, 2001**

Memorandum of First Amendment to Lease Schedule No. 001 to Master Lease Agreement No. 228 dated as of December 19, 2001 by and between The Vaughn Group, Inc. ("Lessor") and PSI Energy, Inc. ("Lessee").

1. Lessee and Lessor entered into Lease Schedule No. 001 (the "Lease Schedule") to Master Lease Agreement No. 228, individually and together with the Lease Schedule, (the "Lease"), a Memorandum of which was duly filed with the Surface Transportation Board on August 31, 2001 under Recordation Number 23634 (the "Filing").
2. The Lease Schedule was amended as of December 20, 2001 to correct the car numbers and description, and a new Exhibit A was created to replace Exhibit A to the Lease Schedule.
3. The Exhibit A attached to the Lease Schedule and the Filing is hereby deleted from the Filing replaced in its entirety by Exhibit A attached hereto.
4. This Memorandum may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute an instrument.

{Remainder of the page intentionally left blank. Signatures pages follow.}

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, this Memorandum is duly executed this 20th day of December, 2001.

THE VAUGHN GROUP, INC.

By: *John V. Handelsman*

Name: **John V. Handelsman**
President and CEO

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF BUTLER)

On this 20th day of December 2001, 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, INC., that said instrument was signed on behalf of said corporation 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 corporation.

Kathy J. Voegle
Notary Public

My commission expires:



KATHY J. VOEGELE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 08-16-05

IN WITNESS WHEREOF, this Memorandum is duly executed this 19th day of December, 2001.

PSI ENERGY, INC.

By: Wendy L. Aumiller

Name: Wendy L. Aumiller

Title: Acting Treasurer

STATE OF OHIO)
) SS:
COUNTY OF Hamilton)

On this 19th day of December 2001, before me personally appeared Wendy L. Aumiller, to me personally known, who being duly sworn, says that he/she is the Acting Treasurer of PSI ENERGY, INC., that said instrument was signed on behalf of said corporation 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 corporation.



CECILIA A. TEMPLE
Notary Public, State of Ohio
My Commission Expires 09-28-03

Cecilia A. Temple
Notary Public

My commission expires:

EXHIBIT A
MEMORANDUM OF FIRST AMENDMENT TO
LEASE SCHEDULE NO. 001
TO MASTER LEASE AGREEMENT NO. 228
DATED DECEMBER 19, 2001

One Hundred Fifteen (115) 1991 Bethlehem/Johnstown Aluminum, "Quick Dump" (rotary bottom dump operation), 100 ton Five Pocket with 3,800 cubic foot capacity (4,214 cubic foot capacity with 10" heap), Open Top, Hopper Railcars. Car Initial and Number as follows:

| <u>Car Initial & Number</u> |
|---------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| LERX 30817 | LERX 30874 | LERX 30912 | LERX 30968 | LERX 31007 |
| LERX 30819 | LERX 30875 | LERX 30913 | LERX 30969 | LERX 31008 |
| LERX 30823 | LERX 30877 | LERX 30917 | LERX 30970 | LERX 31011 |
| LERX 30828 | LERX 30878 | LERX 30920 | LERX 30971 | LERX 31013 |
| LERX 30829 | LERX 30879 | LERX 30921 | LERX 30972 | LERX 31017 |
| LERX 30830 | LERX 30884 | LERX 30924 | LERX 30973 | LERX 31019 |
| LERX 30834 | LERX 30885 | LERX 30925 | LERX 30975 | LERX 31020 |
| LERX 30836 | LERX 30890 | LERX 30927 | LERX 30977 | LERX 31021 |
| LERX 30842 | LERX 30891 | LERX 30928 | LERX 30978 | LERX 31024 |
| LERX 30843 | LERX 30892 | LERX 30930 | LERX 30979 | LERX 31025 |
| LERX 30844 | LERX 30893 | LERX 30932 | LERX 30980 | LERX 31026 |
| LERX 30846 | LERX 30894 | LERX 30942 | LERX 30981 | LERX 31028 |
| LERX 30847 | LERX 30896 | LERX 30945 | LERX 30993 | LERX 31029 |
| LERX 30848 | LERX 30897 | LERX 30946 | LERX 30994 | LERX 31033 |
| LERX 30849 | LERX 30899 | LERX 30949 | LERX 30996 | LERX 31034 |
| LERX 30851 | LERX 30902 | LERX 30950 | LERX 30997 | LERX 31035 |
| LERX 30855 | LERX 30903 | LERX 30953 | LERX 30998 | LERX 31036 |
| LERX 30858 | LERX 30904 | LERX 30955 | LERX 31000 | LERX 31037 |
| LERX 30859 | LERX 30906 | LERX 30958 | LERX 31001 | LERX 31038 |
| LERX 30863 | LERX 30908 | LERX 30959 | LERX 31002 | LERX 31039 |
| LERX 30865 | LERX 30909 | LERX 30961 | LERX 31003 | LERX 31040 |
| LERX 30871 | LERX 30910 | LERX 30963 | LERX 31005 | LERX 31042 |
| LERX 30872 | LERX 30911 | LERX 30967 | LERX 31006 | LERX 31044 |

Five (5) 1994 Bethlehem/Johnstown Aluminum, 100-ton Rotary Dump, 3,990 cubic foot capacity (4,404 cubic foot capacity with 10" heap), Open Top, Hopper Railcars. Car Initial and number as follows:

| <u>Car Initial & Number</u> |
|---------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| LERX 31285 | LERX 31286 | LERX 31287 | LERX 31288 | LERX 31289 |

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| LERX 30828 | LERX 30878 | LERX 30920 | LERX 30971 | LERX 31013 |
| LERX 30829 | LERX 30879 | LERX 30921 | LERX 30972 | LERX 31017 |
| LERX 30830 | LERX 30884 | LERX 30924 | LERX 30973 | LERX 31019 |
| LERX 30834 | LERX 30885 | LERX 30925 | LERX 30975 | LERX 31020 |
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| LERX 30865 | LERX 30909 | LERX 30961 | LERX 31003 | LERX 31040 |
| LERX 30871 | LERX 30910 | LERX 30963 | LERX 31005 | LERX 31042 |
| LERX 30872 | LERX 30911 | LERX 30967 | LERX 31006 | LERX 31044 |

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