



**LEXIS Document Services**

A member of the Reed Elsevier plc group



July 27, 2001

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

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 9, 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: **PADUCAH & LOUISVILLE RAILWAY, INC.**  
1500 Kentucky Avenue, Paducah, KY 42003

**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: **PADUCAH & LOUISVILLE RAILWAY, INC.** covering 100 mill gondolas with reporting marks and numbers – PAL 260000 – PAL 260099, **INCLUSIVE.**

Please file this memorandum as a **PRIMARY** 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*  
Sherry Lewey

New Business Development/Research Coordinator

RECORDATION NO. 23578 FILED

AUG 1 '01 12-34 PM

TS  
SURFACE TRANSPORTATION BOARD



**LEXIS** Document Services  
Enclosure A member of the Reed Elsevier plc group

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 9<sup>th</sup> day of July, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and PADUCAH & LOUISVILLE RAILWAY, INC., a Kentucky corporation, with an address at 1500 Kentucky Avenue, Paducah, KY 42003 (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 July 9, 2001 covering the equipment listed on Schedule A hereto (the "Equipment");

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:   
Name: RICHARD LATIN  
Title: VICE PRESIDENT/LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee 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 Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PADUCAH & LOUISVILLE RAILWAY, INC.

By:   
Name: A. V. Rock  
Title: President & CEO

RECORDATION NO. 23578 FILED

AUG 1 '01 12-34 PM

SURFACE TRANSPORTATION BOARD

## Schedule A

Quantity  
100

Equipment Description  
52" - 5'6" sided mill gondolas

Car Marks and Numbers  
Listed below

1	PAL	260000
2	PAL	260001
3	PAL	260002
4	PAL	260003
5	PAL	260004
6	PAL	260005
7	PAL	260006
8	PAL	260007
9	PAL	260008
10	PAL	260009
11	PAL	260010
12	PAL	260011
13	PAL	260012
14	PAL	260013
15	PAL	260014
16	PAL	260015
17	PAL	260016
18	PAL	260017
19	PAL	260018
20	PAL	260019
21	PAL	260020
22	PAL	260021
23	PAL	260022
24	PAL	260023
25	PAL	260024
26	PAL	260025
27	PAL	260026
28	PAL	260027
29	PAL	260028
30	PAL	260029
31	PAL	260030
32	PAL	260031
33	PAL	260032
34	PAL	260033
35	PAL	260034

36	PAL	260035
37	PAL	260036
38	PAL	260037
39	PAL	260038
40	PAL	260039
41	PAL	260040
42	PAL	260041
43	PAL	260042
44	PAL	260043
45	PAL	260044
46	PAL	260045
47	PAL	260046
48	PAL	260047
49	PAL	260048
50	PAL	260049
51	PAL	260050
52	PAL	260051
53	PAL	260052
54	PAL	260053
55	PAL	260054
56	PAL	260055
57	PAL	260056
58	PAL	260057
59	PAL	260058
60	PAL	260059
61	PAL	260060
62	PAL	260061
63	PAL	260062
64	PAL	260063
65	PAL	260064
66	PAL	260065
67	PAL	260066
68	PAL	260067
69	PAL	260068
70	PAL	260069

71	PAL	260070
72	PAL	260071
73	PAL	260072
74	PAL	260073
75	PAL	260074
76	PAL	260075
77	PAL	260076
78	PAL	260077
79	PAL	260078
80	PAL	260079
81	PAL	260080
82	PAL	260081
83	PAL	260082
84	PAL	260083
85	PAL	260084
86	PAL	260085
87	PAL	260086
88	PAL	260087
89	PAL	260088
90	PAL	260089
91	PAL	260090
92	PAL	260091
93	PAL	260092
94	PAL	260093
95	PAL	260094
96	PAL	260095
97	PAL	260096
98	PAL	260097
99	PAL	260098
100	PAL	260099