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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

August 26, 2005

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 two (2) copies of a Memorandum of Lease Assignment, dated as of April 21, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease being filed with the Board under Recordation Number 21376-D.

The names and addresses of the parties to the enclosed document are:

Assignor: PSI Energy, Inc.
1000 East Main Street
Plainfield, Indiana 46168-1782

Assignee: U.S. Bancorp Equipment Finance, Inc.
P.O. Box 230789
Portland, Oregon 97281-0789

Mr. Vernon A. Williams
August 26, 2005
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A description of the railroad equipment covered by the enclosed document is:

69 open top hopper cars within the series LERX 90003 - LERX 90240 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE ASSIGNMENT

RECORDATION NO. 21376-E FILED

Memorandum of Lease Assignment made and entered into on June 30, 2005 by and between U.S. Bancorp Equipment Finance, Inc. ("Assignee") and PSI Energy, Inc. ("Assignor").

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SURFACE TRANSPORTATION BOARD

WITNESSETH

The undersigned have entered into that certain Assignment for Security Purposes of a Sublease ("Lease Assignment"), dated June 30, 2005 whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Equipment SubLease Agreement dated April 21, 2005, between Assignor, as Lessor, and CoalTrade, LLC, as Lessee, and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

ASSIGNEE:

ASSIGNOR:

U.S. Bancorp Equipment Finance, Inc.

PSI ENERGY, INC.

By: [Signature]
Name: James L. Gilday
Title: Vice-President

By: [Signature]
Name: Wendy L. Aumiller
Title: Treasurer

STATE OF Ohio)
COUNTY OF Hamilton) ss:

On this 30th day of June, 2005, before me personally appeared Wendy L. Aumiller, to me personally known, who being duly sworn, says that he/she is the Treasurer of PSI Energy Inc., 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.

[Signature]
Notary Public, State of Ohio
My Commission has no expiration date
Section 147.03 O. R. C.

STATE OF Oregon)
COUNTY OF Washington) ss:

On this 30th day of June, 2005, before me personally appeared James L. Gilday, to me personally known, who being duly sworn, says that he/she is the Vice-President of US Bancorp Equipment Finance, Inc. 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.

OFFICIAL SEAL
SUSAN MILLER
NOTARY PUBLIC-OREGON
COMMISSION NO. 369991
MY COMMISSION EXPIRES JULY 11, 2007

[Signature]
Notary Public
My Commission Expires: 7-11-07

EXHIBIT A

Thrall built 1990 aluminum 4000 cubic ft. open top hoppers."

LERX	90003	LERX	90114
LERX	90006	LERX	90144
LERX	90016	LERX	90146
LERX	90017	LERX	90158
LERX	90020	LERX	90163
LERX	90021	LERX	90165
LERX	90022	LERX	90166
LERX	90025	LERX	90171
LERX	90028	LERX	90175
LERX	90030	LERX	90176
LERX	90033	LERX	90182
LERX	90036	LERX	90191
LERX	90044	LERX	90193
LERX	90045	LERX	90195
LERX	90046	LERX	90205
LERX	90048	LERX	90208
LERX	90049	LERX	90215
LERX	90050	LERX	90217
LERX	90059	LERX	90219
LERX	90061	LERX	90220
LERX	90066	LERX	90231
LERX	90073	LERX	90234
LERX	90076	LERX	90240
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LERX	90085		
LERX	90087		
LERX	90088		
LERX	90091		
LERX	90092		
LERX	90095		
LERX	90098		
LERX	90103		
LERX	90118		
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