

RECORDATION NO. 27752 FILED

DEC 12 '08 -10 05 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A LESTER

December 12, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement and Lease Supplement, dated as of December 12, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Chase Equipment Leasing Inc.
1111 Polaris Parkway, Suite A-3
Columbus, OH 43240

Lessee: Seminole Electric Cooperative, Inc.
16313 North Dale Mabry Highway
Tampa, FL 33688

Anne K. Quinlan, Esquire
December 12, 2008
Page 2

A description of the railroad equipment covered by the enclosed document
is:

213 gondola railcars: SEMX 8000 - SEMX 8212.

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

Memorandum of Lease Agreement and Lease Supplement.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

DEC 12 '08 -10 05 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT AND LEASE SUPPLEMENT

Memorandum of Lease Agreement and Lease Supplement made and entered into on December 12, 2008 by and between Chase Equipment Leasing Inc, an Ohio corporation, as Lessor ("Lessor"), and Seminole Electric Cooperative, Inc., a Florida corporation ("Lessee").

WITNESSETH

The undersigned have entered into that certain Equipment Lease (the "Lease Agreement"), dated August 28, 2008 and that certain Lease Supplement dated December 12, 2008, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain Items of Equipment as listed on Exhibit A attached hereto and whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain Items of Equipment bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

CHASE EQUIPMENT LEASING INC.

By James M. Guentherli
Name: James M. Guentherli
Title: Vice President

Executed on this 10 day of December 2008.

SEMINOLE ELECTRIC COOPERATIVE, INC.

By _____
Name:
Title:

Executed on this ____ day of December 2008.

MEMORANDUM OF LEASE AGREEMENT AND LEASE SUPPLEMENT

Memorandum of Lease Agreement and Lease Supplement made and entered into on December 12, 2008 by and between Chase Equipment Leasing Inc, an Ohio corporation, as Lessor ("*Lessor*"), and Seminole Electric Cooperative, Inc., a Florida corporation ("*Lessee*").

WITNESSETH

The undersigned have entered into that certain Equipment Lease (the "*Lease Agreement*"), dated August 28, 2008 and that certain Lease Supplement dated December 12, 2008, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain Items of Equipment as listed on Exhibit A attached hereto and whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain Items of Equipment bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

CHASE EQUIPMENT LEASING INC.

By _____
Name:
Title:

Executed on this ____ day of December 2008.

SEMINOLE ELECTRIC COOPERATIVE, INC.

By *Timothy S. Woodbury*
Name: Timothy S. Woodbury
Title: Executive Vice President & General Manager

Executed on this 12 day of December 2008.

Legal
Review
DWS

STATE OF OHIO)
) ss.
COUNTY OF FRANKLIN)

On this 10th day of December, 2008, before me appeared James M. Guidarelli, the person who signed this instrument, who acknowledged that he is the Vice President of Chase Equipment Leasing Inc. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.



TAM WEIKEL
Notary Public, State of Ohio
My Commission Expires Oct. 28, 2013

Jani Weikel
Notary Public

My commission expires:

October 26, 2013

STATE OF FLORIDA)
) ss.
COUNTY OF HILLSBOROUGH)

On this _____ day of December, 2008, before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____, of Seminole Electric Cooperative, Inc., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires:

STATE OF OHIO)
) ss.
COUNTY OF FRANKLIN)

On this _____ day of December, 2008, before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____, of Chase Equipment Leasing Inc. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires:

STATE OF FLORIDA)
) ss.
COUNTY OF HILLSBOROUGH)

On this 12 day of December, 2008, before me appeared Timothy S. Woodbury the person who signed this instrument, who acknowledged that (s)he is the FVP & GM, of Seminole Electric Cooperative, Inc., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Antonia M. Vaccaro
Notary Public

My commission expires:

6/13/11

ANTONIA M. VACCARO
Notary Public, State of Florida
Commission No. DD684877
Qualified in Hillsborough County
Commission Expires June 13, 2011

Exhibit A

DESCRIPTION OF EQUIPMENT

<u>Description of Equipment</u>	<u>Unit Numbers</u>	<u>Number of Items</u>
4400 c.f. 286,000 lb. GRL Aluminum Gondola Railcars Manufactured by Trinity Railcar North America	SEMX 8000-8212 (Inclusive)	213

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/12/08



Robert W. Alvord