

FEB 25 2010

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SURFACE TRANSPORTATION BOARD



February 25, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Office of Proceedings  
395 E Street, SW  
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one (1) original of the Memorandum of Railroad Equipment Lease Agreement dated as of February 25, 2010 between the following parties:

Lessee:	Hoosier Energy Rural Electric Cooperative, Inc. 7398 North State Road 37 Bloomington, IN 47402-0908
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

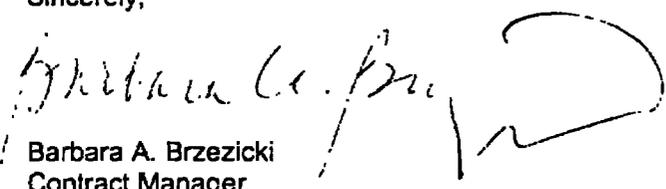
Please see Exhibit A for the equipment, (112) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of February 25, 2010 related to one hundred twelve (112) railcars bearing reporting marks: JTSX 13001 – JTSX 87262, sporadic.

Please file this agreement as a primary document. The filing fee in amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

  
Barbara A. Brzezicki  
Contract Manager

RECORDATION NO 28998 FILED

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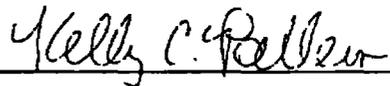
**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 25<sup>th</sup> day of February, 2010, is intended to evidence the lease dated as of May 23, 2008 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **HOOSIER ENERGY RURAL ELECTRIC COOPERATIVE, INC.**, an Indiana corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred twelve (112) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**THE DAVID J. JOSEPH COMPANY**

By: 

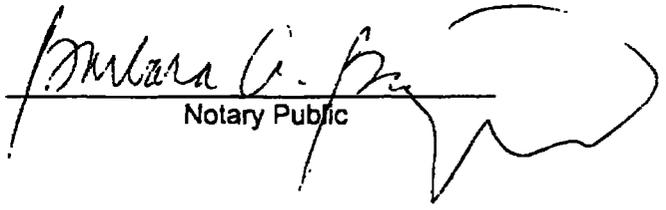
Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

Date: February 25, 2010

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )        **SS:**

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of February, 2010, by Kelly C. Poellein, the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

My Commission expires:  
2 20 11



**BARBARA A. BRZEICKI**  
Notary Public, State of Ohio  
My Commission Expires 02-20-11

## EXHIBIT A

To the Memorandum of Lease dated February 25, 2010, between The David J. Joseph Company and Hoosier Energy Rural Electric Cooperative, Inc.

### DESCRIPTION OF UNITS

One hundred twelve (112), railcars bearing reporting marks as follows:

CAR NUMBER		CAR NUMBER		CAR NUMBER		CAR NUMBER	
JTSX	13001	JTSX	14069	JTSX	16073	JTSX	18021
JTSX	13008	JTSX	14071	JTSX	16077	JTSX	18025
JTSX	13010	JTSX	15031	JTSX	16082	JTSX	18032
JTSX	13011	JTSX	15037	JTSX	16085	JTSX	18033
JTSX	13015	JTSX	15038	JTSX	16091	JTSX	18035
JTSX	13018	JTSX	15040	JTSX	16092	JTSX	18037
JTSX	13022	JTSX	15043	JTSX	16161	JTSX	18038
JTSX	13025	JTSX	15045	JTSX	16164	JTSX	18047
JTSX	13031	JTSX	15050	JTSX	16165	JTSX	18049
JTSX	13032	JTSX	15068	JTSX	16170	JTSX	18051
JTSX	13041	JTSX	15069	JTSX	17002	JTSX	85242
JTSX	13048	JTSX	15070	JTSX	17003	JTSX	85243
JTSX	13062	JTSX	15073	JTSX	17004	JTSX	85244
JTSX	13095	JTSX	15075	JTSX	17006	JTSX	85246
JTSX	14007	JTSX	15077	JTSX	17011	JTSX	85247
JTSX	14018	JTSX	15084	JTSX	17016	JTSX	85248
JTSX	14019	JTSX	16021	JTSX	17017	JTSX	87249
JTSX	14045	JTSX	16040	JTSX	17026	JTSX	87250
JTSX	14047	JTSX	16044	JTSX	17040	JTSX	87251
JTSX	14049	JTSX	16048	JTSX	17041	JTSX	87252
JTSX	14051	JTSX	16050	JTSX	17044	JTSX	87253
JTSX	14056	JTSX	16051	JTSX	17046	JTSX	87254
JTSX	14060	JTSX	16053	JTSX	17047	JTSX	87255
JTSX	14061	JTSX	16054	JTSX	17048	JTSX	87257
JTSX	14063	JTSX	16059	JTSX	18007	JTSX	87258
JTSX	14065	JTSX	16061	JTSX	18010	JTSX	87259
JTSX	14066	JTSX	16067	JTSX	18013	JTSX	87260
JTSX	14067	JTSX	16070	JTSX	18018	JTSX	87262