

JUN 24 '10 -11 00 AM

SURFACE TRANSPORTATION BOARD



June 24, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
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 June 24, 2010 between the following parties:

Lessee: Superior Well Services, Inc.
121 Airport Professional Building
Indiana, PA 15701

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

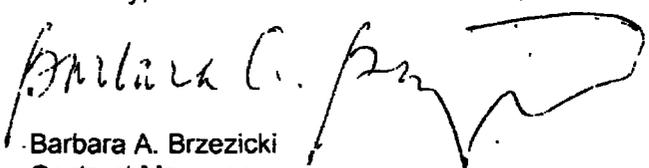
Please see Exhibit A for the equipment, (5) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of June 24, 2010 related to five (5) railcars bearing reporting marks: JTJX 49009, JTJX 49011, JTJX 49029, JTJX 49076 & JTJX 49079.

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. 29324 FILED

JUN 24 '10 -11 00 AM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 24th day of June, 2010, is intended to evidence the lease dated as of April 15, 2010 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **SUPERIOR WELL SERVICES, INC.**, a Pennsylvania 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 five (5) 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: 

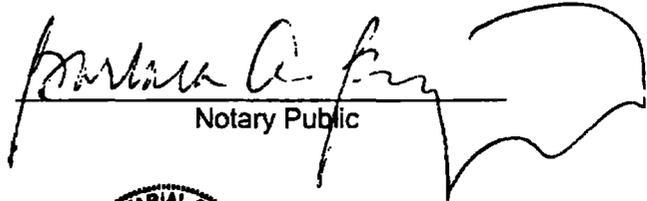
Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

Date: June 24, 2010

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

The foregoing instrument was acknowledged before me this 24th day of June, 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 June 24, 2010, between The David J. Joseph Company and Superior Well Services, Inc.

DESCRIPTION OF UNITS

Five (5) railcars bearing reporting marks:

JTJX 49009

JTJX 49011

JTJX 49029

JTJX 49076

JTJX 49079