

RECORDATION NO. 30016 FEB

DEC 10 11 -10 05 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Via UPS 2nd DAY AIR

December 5, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 L Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated November 9, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor	First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Northern Indiana Public Service Company 5265 Hohman Avenue Hammond, IN 46320
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A description of the railroad equipment covered by the enclosed document is for one hundred twenty-five (125) gondola cars, having NORX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

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 one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(NIPS005)

DEC 08 '11 -10 05 AM

ASSGN. NO.: NIPS005

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

9th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of November, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Northern Indiana Public Service Company ("Lessee"), an Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 9, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKET

Title: _____

ATTEST:

By: Jamice Enolva

Name: Jamice Enolva

Title: Manager of Documentation

Executed on this 9th day of November, 2011

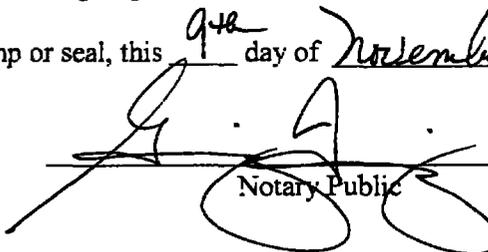
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

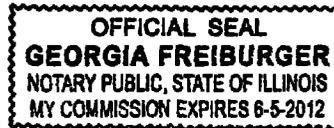
WITNESS my hand and official stamp or seal, this 9th day of November, 2011.



Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

NORTHERN INDIANA PUBLIC SERVICE

COMPANY

ATTEST: Gary W Potterff

By: Timothy A Dehring

Name: TIMOTHY A. DEHRING

By: Gary W Potterff

Title: SVP, TRANSMISSION & ENGINEERING

Name: _____

Title: Corporate Secretary
2011

Executed on this 27 day of October,

[CORPORATE SEAL]

STATE OF INDIANA

COUNTY OF JASPER

I, MARLENE A. SMITH, a Notary Public of the County and State aforesaid, certify that TIMOTHY A DEHRING personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27 day of OCTOBER, 2011.

Marlene A. Smith
Notary Public

Commission Expires:

11/17/12
(Notary Public)

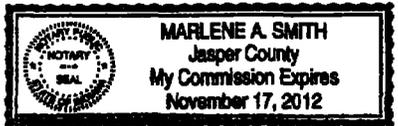


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred twenty-five (125)

DESCRIPTION OF CARS: Gondola Cars.

CAR NUMBERS:

NORX 009001	NORX 009033	NORX 009065	NORX 009097
NORX 009002	NORX 009034	NORX 009066	NORX 009098
NORX 009003	NORX 009035	NORX 009067	NORX 009099
NORX 009004	NORX 009036	NORX 009068	NORX 009100
NORX 009005	NORX 009037	NORX 009069	NORX 009101
NORX 009006	NORX 009038	NORX 009070	NORX 009102
NORX 009007	NORX 009039	NORX 009071	NORX 009103
NORX 009008	NORX 009040	NORX 009072	NORX 009104
NORX 009009	NORX 009041	NORX 009073	NORX 009105
NORX 009010	NORX 009042	NORX 009074	NORX 009106
NORX 009011	NORX 009043	NORX 009075	NORX 009107
NORX 009012	NORX 009044	NORX 009076	NORX 009108
NORX 009013	NORX 009045	NORX 009077	NORX 009109
NORX 009014	NORX 009046	NORX 009078	NORX 009110
NORX 009015	NORX 009047	NORX 009079	NORX 009111
NORX 009016	NORX 009048	NORX 009080	NORX 009112
NORX 009017	NORX 009049	NORX 009081	NORX 009113
NORX 009018	NORX 009050	NORX 009082	NORX 009114
NORX 009019	NORX 009051	NORX 009083	NORX 009115
NORX 009020	NORX 009052	NORX 009084	NORX 009116
NORX 009021	NORX 009053	NORX 009085	NORX 009117
NORX 009022	NORX 009054	NORX 009086	NORX 009118
NORX 009023	NORX 009055	NORX 009087	NORX 009119
NORX 009024	NORX 009056	NORX 009088	NORX 009120
NORX 009025	NORX 009057	NORX 009089	NORX 009121
NORX 009026	NORX 009058	NORX 009090	NORX 009122
NORX 009027	NORX 009059	NORX 009091	NORX 009123
NORX 009028	NORX 009060	NORX 009092	NORX 009124
NORX 009029	NORX 009061	NORX 009093	NORX 009125
NORX 009030	NORX 009062	NORX 009094	
NORX 009031	NORX 009063	NORX 009095	
NORX 009032	NORX 009064	NORX 009096	

DELEGATION OF AUTHORITY

I, Michael J. Finissi Sr. VP & COO, NIPSCO
(Name) (Title)

do hereby appoint Timothy A. Dehring, SR VP, TRANSMISSION & ENG.
(Name) (Title)

as my agent and delegate, effective for the period of

Oct 24 through Oct 28, 2011

for the purpose of signing/approving invoices, work orders, expense accts, etc.

This delegation of authority shall continue until the earlier of the date a) expressly stated in this Delegation of Authority; b) the Company expressly revokes this delegation; c) a successor is appointed; d) the Delegate is no longer an employee of the Company in the position identified above, or e) six months from the date the delegation period began.

This Delegation of Authority is hereby authorized on Oct 21, 2011

By: