



December 22, 2014

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) copy of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of December 9, 2014 between the following parties:

Lessee: Mid-State Recycling Company
109 Springdale Drive
Glasgow, KY 42142

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

Please see Exhibit A for the equipment, (22) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of December 9, 2014 related to twenty-two (22) railcars bearing reporting marks: DJTX79035-DJTX79054, sporadic and DJTX30773, DJTX30775 and DJTX30798.

Please file this agreement as a secondary under Recordation Number 29828-F as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 29828-29828-E. The filing fee in amount of \$43.00 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) 419-6294

Sincerely,

Lindsay Ross
Rail Operations Analyst

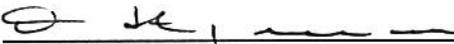
**MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE**

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 9th day of December, 2014, is intended to evidence the amendment dated as of December 9, 2014 (the "Amendment No. 1"), between **THE DAVID J. JOSEPH COMPANY** ("Lessor"), and **MID-STATE RECYCLING COMPANY** ("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 twenty-two (22) 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.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee was duly filed with the Surface Transportation Board ("STB") on July 12, 2011 with Recordation No. 29828. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 29828-F.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: 

Name: DAVID STEIGERWALD

Title: VP + CFO

Date: 12-9-2014

MID-STATE RECYCLING COMPANY

By: 

Name: Grant Farnick

Title: Pres.

Date: 12-16-14

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 9th day of December, 2014, by DAVID STEIGERWALD, the EVP + CFO of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Callihan
Notary Public

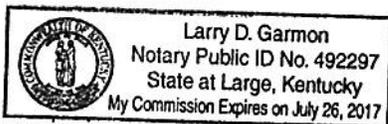
My Commission has no expiration.



ANGELA DENISE CALLIHAN
Attorney At Law
NOTARY PUBLIC
STATE OF OHIO
My Commission Has
No Expiration Date
Section 147.03 O.R.C.

STATE OF Kentucky)
)
COUNTY OF Barren) SS:

The foregoing instrument was acknowledged before me this 16 day of December, 2014, by Grant Frasier, the President of Mid-State Recycling Company, a Kentucky corporation, on behalf of the corporation.



My Commission expires:

Larry D. Garmon
Notary Public ky State at Large

EXHIBIT A

To the Memorandum of Amendment No. 1 dated December 9, 2014 between The David J. Joseph Company and Mid-State Recycling Company.

DESCRIPTION OF UNITS

Twenty-two (22) railcars bearing reporting marks:

DJTX079035
DJTX079036
DJTX079037
DJTX079038
DJTX079039
DJTX079040
DJTX079041
DJTX079042
DJTX079043
DJTX079044
DJTX079045
DJTX079047
DJTX079048
DJTX079049
DJTX079050
DJTX079051
DJTX079052
DJTX079053
DJTX079054
DJTX 30773
DJTX 30775
DJTX 30798