



September 3, 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 original of the Memorandum of Railroad Equipment Lease Agreement dated as of August 25, 2014 between the following parties:

Lessee: Church & Dwight Co., Inc.
199 Charles Ewing Boulevard
Ewing, NJ 08628

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

Please see Exhibit A for the equipment, (28) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of August 25, 2014 related to twenty-eight (28) railcars bearing reporting marks: DJTX475076-475104, inclusive.

Please file this agreement as a primary document. The filing fee in the amount of \$44.00 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.

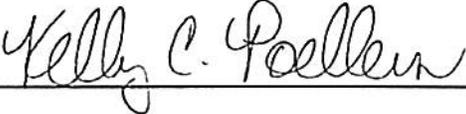
Sincerely,

Lindsay Ross
Rail Operations Analyst

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 25th day of August, 2014, is intended to evidence the lease dated as of November 11, 2013 and as amended by Amendment No. 1 dated as of August 20, 2014 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **CHURCH & DWIGHT CO., INC.**, a Delaware 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 twenty-eight (28) 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: August 25, 2014

CHURCH & DWIGHT CO., INC. 
By: 
Name: PAUL BRANDI MARTO
Title: MGR, TRANSPORTATION
Date: 8-26-14

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 25th day of August, 2014, by Kelly C. Poellein the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public

My Commission expires:
9-24-17



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2017

STATE OF NJ)
) SS:
COUNTY OF Therces)

The foregoing instrument was acknowledged before me this 26th day of August, 2014, by Paul Brandimarte, the Mgr, Transportation of Church & Dwight Co., Inc., a Delaware corporation, on behalf of the corporation.

Catherine Bowden
Notary Public

My Commission expires:
September 15, 2018

EXHIBIT A

To the Memorandum of Lease dated August 25, 2014, between The David J. Joseph Company and Church & Dwight Co., Inc.

DESCRIPTION OF UNITS

Twenty-eight (28) railcars bearing the following marks:

DJTX 475076
DJTX 475077
DJTX 475078
DJTX 475079
DJTX 475080
DJTX 475081
DJTX 475082
DJTX 475083
DJTX 475084
DJTX 475085
DJTX 475086
DJTX 475087
DJTX 475088
DJTX 475089
DJTX 475090
DJTX 475091
DJTX 475092
DJTX 475093
DJTX 475094
DJTX 475095
DJTX 475096
DJTX 475097
DJTX 475098
DJTX 475099
DJTX 475100
DJTX 475101
DJTX 475102
DJTX 475104