



April 11, 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 March 27, 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, (33) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of March 27, 2014 related to Thirty-three (33) railcars bearing reporting marks: DJTX516103-DJTX516135, 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 27<sup>th</sup> day of March, 2014, is intended to evidence the lease dated as of March 27, 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 thirty-three (33) 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: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

Date: March 27, 2014

**CHURCH & DWIGHT CO., INC.**

By: Emelia Nossier <sup>JCF</sup>

Name: EMELIA NOSSER

Title: VP PROCUREMENT

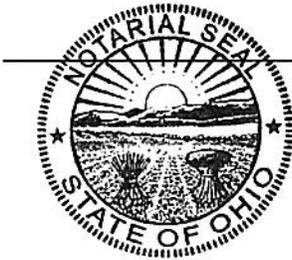
Date: 3-31-14

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON ) SS:

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of March, 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:



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

STATE OF New Jersey )  
 )  
COUNTY OF Mercer ) SS:

The foregoing instrument was acknowledged before me this 31st day of March, 2014, by Emelia Nasser, the VP Procurement of Church & Dwight Co., Inc., a Delaware corporation, on behalf of the corporation.

Jennifer Y Quan  
Notary Public

My Commission expires:

7/20/2017

JENNIFER Y QUAN  
NOTARY PUBLIC, State of New Jersey  
NO. 2358042  
Qualified in Middlesex County  
Commission Expires July 20, 2017

## EXHIBIT A

To the Memorandum of Lease dated March 27, 2014, between The David J. Joseph Company and Church & Dwight Co., Inc.

### DESCRIPTION OF UNITS

Thirty-three (33) railcars bearing the following marks:

DJTX516103  
DJTX516104  
DJTX516105  
DJTX516106  
DJTX516107  
DJTX516108  
DJTX516109  
DJTX516110  
DJTX516111  
DJTX516112  
DJTX516113  
DJTX516114  
DJTX516115  
DJTX516116  
DJTX516117  
DJTX516118  
DJTX516119  
DJTX516120  
DJTX516121  
DJTX516122  
DJTX516123  
DJTX516124  
DJTX516125  
DJTX516126  
DJTX516127  
DJTX516128  
DJTX516129  
DJTX516130  
DJTX516131  
DJTX516132  
DJTX516133  
DJTX516134  
DJTX516135