



March 15, 2016

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. 2 to Railroad Equipment Lease dated as of January 4, 2016 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. 2 to Railroad Equipment Lease dated as of January 4, 2016 related to twenty-two (22) railcars bearing reporting marks: DJJX30025-30222, sporadic and DJTX30773, DJTX30775 and DJTX30798.

Please file this agreement as a secondary under Recordation Number 29828-G as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 29828-29828-F. 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,

Handwritten signature of Lindsay Ross in cursive script.
Lindsay Ross
Rail Operations Analyst

**MEMORANDUM OF
AMENDMENT NO. 2 TO
RAILROAD EQUIPMENT LEASE**

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 4th day of January, 2016, is intended to evidence the amendment dated as of January 4, 2016 (the "Amendment No. 2"), 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. Subsequent documents were filed under Recordation Nos. 29828-B through 29828-F. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 29828-G.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 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: January 4, 2016

MID-STATE RECYCLING COMPANY

By: [Signature]

Name: Scott Frazier

Title: Pres.

Date: 1-14-16

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 4th day of January, 2016, 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



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

STATE OF Kentucky)
)
COUNTY OF Barren) SS:

The foregoing instrument was acknowledged before me this 14 day of January, 2016, by GRANT FRASIER, the President of MID-STATE RECYCLING COMPANY, a Kentucky corporation, on behalf of the corporation.

Rita Coomer
Notary Public

My Commission expires: 10-21-2017

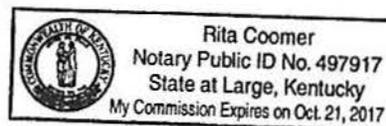


EXHIBIT A

To the Memorandum of Amendment No. 2 dated January 4, 2016 between The David J. Joseph Company and Mid-State Recycling Company.

DESCRIPTION OF UNITS

Twenty-two (22) railcars bearing reporting marks:

DJJX	30025
DJJX	30030
DJJX	30032
DJJX	30034
DJJX	30052
DJJX	30055
DJJX	30059
DJJX	30081
DJJX	30084
DJJX	30093
DJJX	30102
DJJX	30107
DJJX	30122
DJJX	30127
DJJX	30135
DJJX	30147
DJJX	30169
DJJX	30207
DJJX	30222
DJTX	30773
DJTX	30775
DJTX	30798