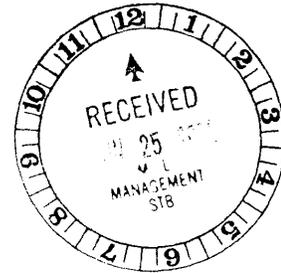




**Joseph Transportation Services, Inc.**  
*a subsidiary of Joseph Transportation*



June 21, 2001

Ms. Taledia Stokes  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

REGISTRATION NO. 23536 FILED

JUN 29 '01 9:58 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of May 18, 2001 between the following parties:

Lessee: Ohio Central Railroad, inc.  
136 South Fifth Street  
Coshocton, Ohio 43812

Lessor: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (40) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated May 18, 2001 related to forty (40) railcars bearing reporting marks YB 60407-70053, and OHPA 60401-70051, sporadic.

Please file this agreement as a primary document. A check in the amount of \$28.00, check #15641, is included for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 345-4408.

Sincerely,

Joseph Transportation Services, Inc.

Mary Jo Colebrook  
Manager, Contract Administration

Enclosures

**EXHIBIT A  
DESCRIPTION OF UNITS**

Forty (40) railcars currently bearing reporting marks:

YB 60407	OHPA 60401
YB 60409	OHPA 60403
YB 60415	OHPA 60406
YB 60426	OHPA 60419
YB 60430	OHPA 60421
YB 60432	OHPA 60423
YB 60435	OHPA 60425
YB 60443	OHPA 60433
YB 60452	OHPA 60436
YB 70001	OHPA 60442
YB 70007	OHPA 60448
YB 70011	OHPA 60449
YB 70013	OHPA 70008
YB 70030	OHPA 70019
YB 70036	OHPA 70038
YB 70037	OHPA 70050
YB 70041	OHPA 60420
YB 70042	OHPA 60456
YB 70047	OHPA 70018
YB 70053	OHPA 70051

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 18<sup>th</sup> day of May, is intended to evidence the lease dated as of May 18, 2001 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **OHIO CENTRAL RAILROAD, INC.**, an Ohio 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 forty (40) 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.

**JOSEPH TRANSPORTATION SERVICES, INC.    OHIO CENTRAL RAILROAD, INC.**

By: *K. J. Purcell*

Name: Kevin J. Purcell

Title: Vice President

Date: May 18, 2001

By: *William A. Strawn, II* #

Name: William A. Strawn, II

Title: President

Date: 5/30/2001

RECORDATION NO. 23536 FILE

JUN 29 '01 9:58 AM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )     SS:

The foregoing instrument was acknowledged before me this 18th day of May, 2001, by Kevin J. Purcell, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

  
\_\_\_\_\_  
Notary Public



BARBARA A. BRZEICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

STATE OF OHIO            )  
                                  )  
COUNTY OF COSHOCTON )     SS:

The foregoing instrument was acknowledged before me this 30th day of May, 2001, by William A. Strawn, II, the President of Ohio Central Railroad, Inc., an Ohio corporation, on behalf of the corporation.

My Commission expires:

July 2, 2003

  
\_\_\_\_\_  
Notary Public



KIMBERLY R. WRIGHT  
Notary Public, State of Ohio  
My Commission Expires  
July 2nd, 2003

## EXHIBIT A

To the Memorandum of Lease dated May 18, 2001, between Joseph Transportation Services, Inc. and Ohio Central Railroad, Inc.

### DESCRIPTION OF UNITS

Forty (40) railcars bearing the reporting marks: OHPA 60401, OHPA 60403, OHPA 60406, OHPA 60419, OHPA 60420, OHPA 60421, OHPA 60423, OHPA 60425, OHPA 60433, OHPA 60436, OHPA 60442, OHPA 60448, OHPA 60449, OHPA 60456, OHPA 70008, OHPA 70018, OHPA 70019, OHPA 70038, OHPA 70050, OHPA 70051

YB 60407, YB 60409, YB 60415, YB 60426, YB 60430, YB 60432, YB 60435, YB 60443, YB 60452, YB 70001, YB 70007, YB 70011, YB 70013, YB 70030, YB 70036, YB 70037, YB 70041, YB 70042, YB 70047, YB 70053