

RECORDATION NO. 24763-A FILED

JUL 29 '05

12:43 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

July 29, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment No. 1 to Rider No. 1 to Master Lease Agreement, dated as of July 28, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Rider No. 1 to Master Railroad Equipment Lease Agreement previously filed with the Board under Recordation Number 24763.

The name and address of the party to the enclosed document are:

Lessor: Joseph Leasing Ltd.  
300 Pike Street  
Cincinnati, Ohio 45202

[Lessee: Ohio Central Railroad, Inc.  
136 South 5th Street  
Coshocton Ohio 43812]

Mr. Vernon A. Williams  
July 29, 2005  
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A description of the railroad equipment covered by the enclosed document is:

218 mill gondola railcars: MVRV 93, 158, 243, 246, 249, 259, 269, 272, 280, 281, 282, 284, 285, 286, 287, 288, 289, 290, 4000, 4001, 4002, 4003, 4004, 4005, 4006, 4007, 4008, 4009, 4010, 4011, 4012, 4013, 4014, 4015, 4016, 4017, 4018, 4019, 4020, 4021, 4022, 4023, 4024, 4054, 4059, 4061, 4065, 4066, 4067, 4068, 4069, 4072, 10378, 10382, 10383, 10388, 10390, 10391, 10392, 10393, 10397, 10400, 10401, 96201, 96202, 96203, 96208, 96210, 96212, 96213, 96214, 96217, 96218, 96221, 96224, 96225, 96226, 96227, 96228, 96231, 96232, 96235, 96236, 96237, 96239, 96240, 96241, 96243, 96245, 96246, 96250, 96254, 96257, 96259, 96261, 96262, 96263, 96264, 96267, 96268, 96269, 96275, 96276, 96278, 96280, 96281, 96285, 96286, 96287, 96292, 96295, 96297, 96300, 96301, 96303, 96304, 96305, 96306, 96309, 96310, 96311, 96313, 96314, 96315, 96316, 96317, 96318, 96319, 96320, 96321, 96322, 96324, 96326, 96327, 96331, 96332, 96333, 96335, 96336, 96339, 96341, 96342, 96343, 96344, 96345, 96346, 96353, 96355, 96357, 96358, 96359, 96361, 96364, 96366, 96368, 96369, 96372, 96376, 96377, 96382, 96384, 96388, 96389, 96390, 96391, 96392, 96393, 96395, 96396, 96398, 96399, 96400, 96401, 96402, 96403, 96406, 96407, 96408, 96411, 96412, 96416, 96420, 96431, 96436, 96437, 96440, 96441, 96442, 96443, 96444, 96449, 96451, 96452, 96456, 96458, 96459, 96460, 96461, 96462, 96463, 96464, 96465, 96466, 96468, 96470, 96471, 96474, 96478, 96481, 96485, 96487, 96488, 96491, 96492, 96493, 96497, 96498, 96499.

A short summary of the document to appear in the index is:

Memorandum of Amendment No. 1 to Rider No. 1 to Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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**MEMORANDUM OF  
AMENDMENT NO. 1 TO  
RIDER NO. 1 TO  
MASTER LEASE AGREEMENT DATED OCTOBER 24, 2003**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO RIDER NO. 1 TO MASTER LEASE AGREEMENT DATED OCTOBER 24, 2003** ("Memorandum of Amendment No. 1") entered into this 28<sup>th</sup> day of July, 2005, is intended to evidence the amendment dated as of July 8, 2005 (the "Amendment No. 1"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), and **OHIO CENTRAL RAILROAD, INC.** ("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 two hundred eighteen (218) 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") with Recordation No. 24763. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 24763-A.

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

**JOSEPH LEASING LTD.**

By: Angela D. Watts

Name: Angela D. Watts

Title: Secretary

Date: July 28, 2005

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of July, 2005, by Angela D. Watts, Secretary of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

*Julie M. Woodard*  
Notary Public

My Commission expires:  
9/24/07



**JULIE M. WOODARD**  
Notary Public, State of Ohio  
My Commission Expires  
September 24, 2007

## EXHIBIT A

To the Memorandum of Amendment No. 1 dated July 8, 2005, between Joseph Leasing Ltd. and Ohio Central Railroad, Inc.

### DESCRIPTION OF CARS

Two hundred eighteen (218), Thrall built, 52' mill gondolas currently bearing reporting marks:

#### MVRY

4000, 4005, 4013-4015, 4019, and 4022

#### MVRY

93	158	243	246
249	259	4001-4004	4006-4012
4016-4018	4020-4021	4023-4024	4054
4059	4061	4065-4069	4072
10378	10382-10383	10388	10390-10393
10397	10400-10401	96201-96203	96208
96210	96212-96214	96217-96218	96221
96224-96228	96231-96232	96235-96237	96239-96241
96243	96245-96246	96250	96254
96257	96259	96261-96264	96267-96269
96275-96276	96278	96280-96281	96285-96287
96292	96295	96297	96300-96301
96303-96306	96309-96311	96313-96322	96324
96326-96327	96331-96333	96335-96336	96339
96341-96346	96353	96355	96357-96359
96361	96364	96366	96368-96369
96372	96376-96377	96382	96384
96388-96393, 96395-96396	96398-96403	96406-96408	96411-96412
96416	96420	96431	96436-96437
96440-96444	96449	96451-96452	96456
96458-96466	96468	96470-96471	96474
96478	96481	96485	96487-96488
96491-96493	96497-96499	269	272
280-282	284-290		

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/29/05



\_\_\_\_\_  
Robert W. Alvord