



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



October 30, 2001

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

RECORDATION NO. 21948-E REC'D

JAN 15 '02 8-30 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, two (2) originals of the Memorandum of Schedule No. 002 to the Railroad Equipment Master Lease dated as of October 11, 2001, between the following parties:

- Lessee: Ohio Central Railroad, Inc.
136 South Fifth Street
Coshocton, OH 43812
- Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see exhibit A for the equipment, seven (7) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Schedule No. 002 to the Railroad Equipment Master Lease dated as of October 11, 2001 related to seven (7) railcars bearing reporting marks CUOH 34629, 34670, 37027, 38413, 38446, 38500, 38579.

Please file this as a secondary document under the Recordation Number 21948-C, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 21948 through 21948-B.

The filing fee for this document in the amount of \$28.00, is included on check #16952. 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) 929-4500, ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie Woodard
Documentation Coordinator

Enclosures

**MEMORANDUM OF
SCHEDULE NO. 002
TO THE RAILROAD EQUIPMENT MASTER LEASE**

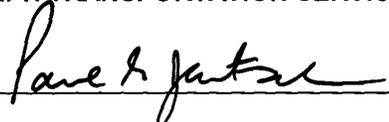
This **MEMORANDUM OF SCHEDULE NO. 002 TO THE RAILROAD EQUIPMENT MASTER LEASE** ("Memorandum of Schedule No. 2") entered into this 14th day of October, 2001, is intended to evidence the schedule dated as of October 14, 2001 (the "Schedule No. 2"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **OHIO CENTRAL RAILROAD**, 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 seven (7) 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.

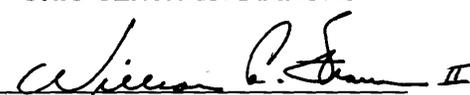
FURTHER, the Memorandum of Railroad Equipment Master Lease (the "Memorandum of Lease") dated December 15, 1998, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on January 8, 1999 with Recordation No. 21948. Subsequently, the Memorandum of Amendment No. 1 to Schedule No. 001 to the Railroad Equipment Master Lease was duly filed with the STB on February 2, 1999 with Recordation No. 21948-A. Further, the Memorandum of Amendment No. 2 Lease was duly filed with the STB on February 22, 1999 with Recordation No. 21948-B this Memorandum of Schedule No. 2 should receive Recordation No. 21948-C.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Schedule No. 2 on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

OHIO CENTRAL RAILROAD

By: 

By: 

Name: Paul G. Jantsch

Name: William A. Strawn II

Title: President

Title: President

Date: October 14, 2001

Date: 10-16-2001

RECORDATION NO. 21948-E FILED

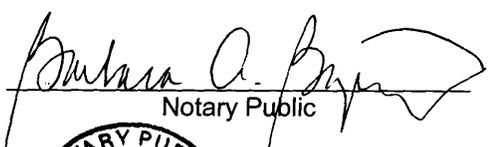
JAN 15 '02 8-80 AM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 11 day of October, 2001, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:
February 20, 2006

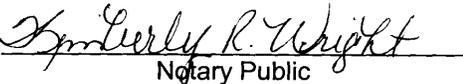

Notary Public

BARBARA A. BRZEZICKI
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 16th day of October, 2001, by William A. Strawn II, the President of Ohio Central Railroad, 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 Schedule No. 2 dated October __, 2001, between Joseph Transportation Services, Inc. and Ohio Central Railroad.

DESCRIPTION OF UNITS

Seven (7) railcars bearing reporting marks as follows:

CUOH 34629, 34670, 37027, 38413, 38446, 38500, 38579