



REGISTRATION NO. 23562 FILED

JUL 18 '01 2-46 PM

Joseph Transportation Services, Inc. SURFACE TRANSPORTATION BOARD
a subsidiary of Joseph Transportation

July 9, 2001

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

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of June 11, 2001 between the following parties:

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

Lessor: Joseph Leasing LTD.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (30) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated June 11, 2001 related to thirty (30) railcars bearing reporting marks OHPA 96201 - 96498, sporadic.

Please file this agreement as a primary document. The amount of \$28.00 is included on Check # 15987 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) 929-4500.

Sincerely,

Joseph Transportation Services, Inc.

A handwritten signature in cursive script that reads "Julie M. Woodard".

Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 23562 FILE

JUL 18 '01 2-46 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 11th day of June, 2001, is intended to evidence the lease dated as of June 11, 2001 (the "Lease"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Joseph"), and **OHIO CENTRAL RAILROAD, INC.**, an Ohio corporation ("Ohio Central"), 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 (30) 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 LEASING LTD.

OHIO CENTRAL RAILROAD, INC.

By: *K. J. Purcell*

By: *William A. Strawn II*

Name: Kevin J. Purcell

Name: William A. Strawn, II

Title: Vice President

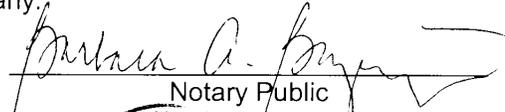
Title: President

Date: June 11, 2001

Date: 6/12/2001

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 11th day of June, 2001, by Kevin J. Purcell, the Vice President of JOSEPH LEASING LTD., an Ohio limited liability company on behalf of the company.


Notary Public

My Commission expires:

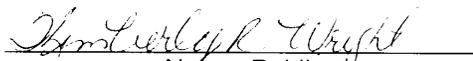
February 20, 2006



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 12th day of June, 2001, by WILLIAM A. STRAWN II, the PRESIDENT of **OHIO CENTRAL RAILROAD, INC.**, an Ohio corporation, on behalf of the corporation.


Notary Public

My Commission expires:

July 2, 2003



EXHIBIT A

To the Memorandum of Lease dated June 11, 2001, between JOSEPH LEASING LTD.
and OHIO CENTRAL RAILROAD, INC.

DESCRIPTION OF UNITS

Thirty (30) railcars bearing reporting marks as follows:

OHPA 96201, 96210, 96226, 96236, 96237, 96240, 96241, 96250, 96254, 96262, 96440,
96442, 96451, 96456, 96458, 96459, 96461, 96462, 96463, 96465, 96466, 96470, 96474,
96478, 96481, 96485, 96487, 96493, 96497, 96498

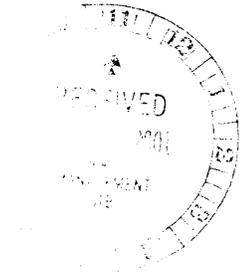
RECORDATION NO. 23562
JUL 15 2002 2:48 PM
SURFACE TRANSPORTATION BOARD

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M Woodard

Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002