

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@dc.bjllp.com

January 8, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 23810-B FILED

JAN 08 '03

10-47 AM

Dear Secretary Williams:

SURFACE TRANSPORTATION BOARD

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of December 31, 2002. The primary document to which this is connected is recorded under Recordation No. 23810. We request that one copy of this document be recorded under Recordation No. 23810-B.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202-4214

A description of the equipment covered by the Memorandum of Lease Agreement consists of 200 gondola cars numbered DJJX 14000-14199, inclusive.

BALL JANIK LLP

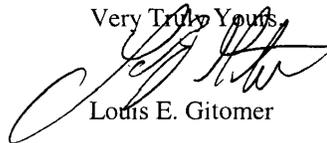
Honorable Vernon A. Williams
January 8, 2003
Page 2

A fee of \$ 30.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and The David J. Joseph Company, 300 Pike Street, Cincinnati, OH 45202-4214, covering 200 gondola cars numbered DJJX 14000-14199, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", written over the typed name "Louis E. Gitomer".

Louis E. Gitomer

Enclosures

RECORDATION NO. 23810-B FILED

JAN 08 '03 10-47 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of December 31, 2002

between

THE DAVID J. JOSEPH COMPANY
as Lessee,

and

LASALLE NATIONAL LEASING CORPORATION,
as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301**

on _____, _____ at _____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 31, 2002, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor") and THE DAVID J. JOSEPH COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Railcar Lease Agreement dated December 27, 2001, and Equipment Schedule No.2 thereto and incorporating the terms thereof, dated as of December 31, 2002 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By: Terr J Preston
Name: TERRI PRESTON
Title: VICE PRESIDENT

THE DAVID J. JOSEPH COMPANY

By: James H. Goetz
Name: James H. Goetz
Title: Executive Vice President/CFO

By: Christopher J. Bedell
Name: Christopher J. Bedell
Title: Secretary

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 31 day of December, 2002, before me appeared Terr J. Preston, the person who signed this instrument, who acknowledged that (s)he is the Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

DANA L. WELKER
[Seal] **NOTARY PUBLIC**
BALTIMORE COUNTY

Dana L. Welker
Notary Public

My commission expires:

November 12, 2003

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 31st day of December, 2002, before me appeared James H. Goetz, the person who signed this instrument, who acknowledged that he is the Executive Vice President/CFO of The David J. Joseph Company and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]



Notary Public

My commission expires:

April 25, 2007

MARY JOANN COLEBROOK
Notary Public, State of Ohio
My Commission Expires April 25, 2007

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 31st day of December, 2002, before me appeared Christopher J. Bedell, the person who signed this instrument, who acknowledged that he is the Secretary of The David J. Joseph Company and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]



Notary Public

My commission expires:

April 25, 2007

MARY JOANN COLEBROOK
Notary Public, State of Ohio
My Commission Expires April 25, 2007

EXHIBIT NO. 1 TO MEMORANDUM OF LEASE AGREEMENT

LASALLE NATIONAL LEASING CORPORATION

**SCHEDULE OF EQUIPMENT
EQUIPMENT SCHEDULE NO. 2**

TWO HUNDRED (200) RAILCARS BEARING THE REPORTING MARKS AS FOLLOWS:

Railcar Number	Year	Description
DJJX 14000	1976	Thrall 4000 cube high sides Gondola
DJJX 14001	1976	Thrall 4000 cube high sides Gondola
DJJX 14002	1976	Thrall 4000 cube high sides Gondola
DJJX 14003	1976	Thrall 4000 cube high sides Gondola
DJJX 14004	1976	Thrall 4000 cube high sides Gondola
DJJX 14005	1976	Thrall 4000 cube high sides Gondola
DJJX 14006	1976	Thrall 4000 cube high sides Gondola
DJJX 14007	1976	Thrall 4000 cube high sides Gondola
DJJX 14008	1976	Thrall 4000 cube high sides Gondola
DJJX 14009	1976	Thrall 4000 cube high sides Gondola
DJJX 14010	1976	Thrall 4000 cube high sides Gondola
DJJX 14011	1976	Thrall 4000 cube high sides Gondola
DJJX 14012	1976	Thrall 4000 cube high sides Gondola
DJJX 14013	1976	Thrall 4000 cube high sides Gondola
DJJX 14014	1976	Thrall 4000 cube high sides Gondola
DJJX 14015	1977	Thrall 4000 cube high sides Gondola
DJJX 14016	1976	Thrall 4000 cube high sides Gondola
DJJX 14017	1976	Thrall 4000 cube high sides Gondola
DJJX 14018	1976	Thrall 4000 cube high sides Gondola
DJJX 14019	1976	Thrall 4000 cube high sides Gondola
DJJX 14020	1976	Thrall 4000 cube high sides Gondola
DJJX 14021	1976	Thrall 4000 cube high sides Gondola
DJJX 14022	1976	Thrall 4000 cube high sides Gondola
DJJX 14023	1976	Thrall 4000 cube high sides Gondola
DJJX 14024	1980	Thrall 4000 cube high sides Gondola
DJJX 14025	1976	Thrall 4000 cube high sides Gondola
DJJX 14026	1976	Thrall 4000 cube high sides Gondola
DJJX 14027	1976	Thrall 4000 cube high sides Gondola
DJJX 14028	1976	Thrall 4000 cube high sides Gondola
DJJX 14029	1976	Thrall 4000 cube high sides Gondola
DJJX 14030	1976	Thrall 4000 cube high sides Gondola
DJJX 14031	1976	Thrall 4000 cube high sides Gondola
DJJX 14032	1989	Thrall 4000 cube high sides Gondola
DJJX 14033	1976	Thrall 4000 cube high sides Gondola
DJJX 14034	1976	Thrall 4000 cube high sides Gondola
DJJX 14035	1976	Thrall 4000 cube high sides Gondola
DJJX 14036	1976	Thrall 4000 cube high sides Gondola
DJJX 14037	1976	Thrall 4000 cube high sides Gondola
DJJX 14038	1976	Thrall 4000 cube high sides Gondola
DJJX 14039	1976	Thrall 4000 cube high sides Gondola
DJJX 14040	1976	Thrall 4000 cube high sides Gondola
DJJX 14041	1976	Thrall 4000 cube high sides Gondola
DJJX 14042	1976	Thrall 4000 cube high sides Gondola

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LASALLE NATIONAL LEASING CORPORATION

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TWO HUNDRED (200) RAILCARS BEARING THE REPORTING MARKS AS FOLLOWS:

Railcar Number	Year	Description
DJJX 14043	1976	Thrall 4000 cube high sides Gondola
DJJX 14044	1976	Thrall 4000 cube high sides Gondola
DJJX 14045	1976	Thrall 4000 cube high sides Gondola
DJJX 14046	1977	Thrall 4000 cube high sides Gondola
DJJX 14047	1989	Thrall 4000 cube high sides Gondola
DJJX 14048	1989	Thrall 4000 cube high sides Gondola
DJJX 14049	1976	Thrall 4000 cube high sides Gondola
DJJX 14050	1976	Thrall 4000 cube high sides Gondola
DJJX 14051	1976	Thrall 4000 cube high sides Gondola
DJJX 14052	1977	Thrall 4000 cube high sides Gondola
DJJX 14053	1976	Thrall 4000 cube high sides Gondola
DJJX 14054	1989	Thrall 4000 cube high sides Gondola
DJJX 14055	1976	Thrall 4000 cube high sides Gondola
DJJX 14056	1976	Thrall 4000 cube high sides Gondola
DJJX 14057	1976	Thrall 4000 cube high sides Gondola
DJJX 14058	1976	Thrall 4000 cube high sides Gondola
DJJX 14059	1977	Thrall 4000 cube high sides Gondola
DJJX 14060	1976	Thrall 4000 cube high sides Gondola
DJJX 14061	1976	Thrall 4000 cube high sides Gondola
DJJX 14062	1976	Thrall 4000 cube high sides Gondola
DJJX 14063	1977	Thrall 4000 cube high sides Gondola
DJJX 14064	1976	Thrall 4000 cube high sides Gondola
DJJX 14065	1976	Thrall 4000 cube high sides Gondola
DJJX 14066	1976	Thrall 4000 cube high sides Gondola
DJJX 14067	1976	Thrall 4000 cube high sides Gondola
DJJX 14068	1976	Thrall 4000 cube high sides Gondola
DJJX 14069	1976	Thrall 4000 cube high sides Gondola
DJJX 14070	1977	Thrall 4000 cube high sides Gondola
DJJX 14071	1976	Thrall 4000 cube high sides Gondola
DJJX 14072	1976	Thrall 4000 cube high sides Gondola
DJJX 14073	1976	Thrall 4000 cube high sides Gondola
DJJX 14074	1976	Thrall 4000 cube high sides Gondola
DJJX 14075	1976	Thrall 4000 cube high sides Gondola
DJJX 14076	1976	Thrall 4000 cube high sides Gondola
DJJX 14077	1976	Thrall 4000 cube high sides Gondola
DJJX 14078	1976	Thrall 4000 cube high sides Gondola
DJJX 14079	1989	Thrall 4000 cube high sides Gondola
DJJX 14080	1976	Thrall 4000 cube high sides Gondola
DJJX 14081	1976	Thrall 4000 cube high sides Gondola
DJJX 14082	1989	Thrall 4000 cube high sides Gondola
DJJX 14083	1976	Thrall 4000 cube high sides Gondola
DJJX 14084	1976	Thrall 4000 cube high sides Gondola
DJJX 14085	1976	Thrall 4000 cube high sides Gondola

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TWO HUNDRED (200) RAILCARS BEARING THE REPORTING MARKS AS FOLLOWS:

Railcar Number	Year	Description
DJJX 14086	1976	Thrall 4000 cube high sides Gondola
DJJX 14087	1976	Thrall 4000 cube high sides Gondola
DJJX 14088	1976	Thrall 4000 cube high sides Gondola
DJJX 14089	1976	Thrall 4000 cube high sides Gondola
DJJX 14090	1976	Thrall 4000 cube high sides Gondola
DJJX 14091	1976	Thrall 4000 cube high sides Gondola
DJJX 14092	1987	Thrall 4000 cube high sides Gondola
DJJX 14093	1976	Thrall 4000 cube high sides Gondola
DJJX 14094	1976	Thrall 4000 cube high sides Gondola
DJJX 14095	1976	Thrall 4000 cube high sides Gondola
DJJX 14096	1976	Thrall 4000 cube high sides Gondola
DJJX 14097	1976	Thrall 4000 cube high sides Gondola
DJJX 14098	1976	Thrall 4000 cube high sides Gondola
DJJX 14099	1976	Thrall 4000 cube high sides Gondola
DJJX 14100	1976	Thrall 4000 cube high sides Gondola
DJJX 14101	1976	Thrall 4000 cube high sides Gondola
DJJX 14102	1976	Thrall 4000 cube high sides Gondola
DJJX 14103	1976	Thrall 4000 cube high sides Gondola
DJJX 14104	1976	Thrall 4000 cube high sides Gondola
DJJX 14105	1976	Thrall 4000 cube high sides Gondola
DJJX 14106	1976	Thrall 4000 cube high sides Gondola
DJJX 14107	1976	Thrall 4000 cube high sides Gondola
DJJX 14108	1976	Thrall 4000 cube high sides Gondola
DJJX 14109	1976	Thrall 4000 cube high sides Gondola
DJJX 14110	1976	Thrall 4000 cube high sides Gondola
DJJX 14111	1976	Thrall 4000 cube high sides Gondola
DJJX 14112	1976	Thrall 4000 cube high sides Gondola
DJJX 14113	1976	Thrall 4000 cube high sides Gondola
DJJX 14114	1976	Thrall 4000 cube high sides Gondola
DJJX 14115	1976	Thrall 4000 cube high sides Gondola
DJJX 14116	1976	Thrall 4000 cube high sides Gondola
DJJX 14117	1976	Thrall 4000 cube high sides Gondola
DJJX 14118	1976	Thrall 4000 cube high sides Gondola
DJJX 14119	1976	Thrall 4000 cube high sides Gondola
DJJX 14120	1976	Thrall 4000 cube high sides Gondola
DJJX 14121	1976	Thrall 4000 cube high sides Gondola
DJJX 14122	1976	Thrall 4000 cube high sides Gondola
DJJX 14123	1977	Thrall 4000 cube high sides Gondola
DJJX 14124	1977	Thrall 4000 cube high sides Gondola
DJJX 14125	1989	Thrall 4000 cube high sides Gondola
DJJX 14126	1989	Thrall 4000 cube high sides Gondola
DJJX 14127	1989	Thrall 4000 cube high sides Gondola
DJJX 14128	1989	Thrall 4000 cube high sides Gondola

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TWO HUNDRED (200) RAILCARS BEARING THE REPORTING MARKS AS FOLLOWS:

Railcar Number	Year	Description
DJJX 14129	1976	Thrall 4000 cube high sides Gondola
DJJX 14130	1976	Thrall 4000 cube high sides Gondola
DJJX 14131	1976	Thrall 4000 cube high sides Gondola
DJJX 14132	1976	Thrall 4000 cube high sides Gondola
DJJX 14133	1976	Thrall 4000 cube high sides Gondola
DJJX 14134	1976	Thrall 4000 cube high sides Gondola
DJJX 14135	1976	Thrall 4000 cube high sides Gondola
DJJX 14136	1976	Thrall 4000 cube high sides Gondola
DJJX 14137	1976	Thrall 4000 cube high sides Gondola
DJJX 14138	1976	Thrall 4000 cube high sides Gondola
DJJX 14139	1976	Thrall 4000 cube high sides Gondola
DJJX 14140	1976	Thrall 4000 cube high sides Gondola
DJJX 14141	1976	Thrall 4000 cube high sides Gondola
DJJX 14142	1976	Thrall 4000 cube high sides Gondola
DJJX 14143	1976	Thrall 4000 cube high sides Gondola
DJJX 14144	1976	Thrall 4000 cube high sides Gondola
DJJX 14145	1976	Thrall 4000 cube high sides Gondola
DJJX 14146	1976	Thrall 4000 cube high sides Gondola
DJJX 14147	1976	Thrall 4000 cube high sides Gondola
DJJX 14148	1976	Thrall 4000 cube high sides Gondola
DJJX 14149	1976	Thrall 4000 cube high sides Gondola
DJJX 14150	1976	Thrall 4000 cube high sides Gondola
DJJX 14151	1976	Thrall 4000 cube high sides Gondola
DJJX 14152	1976	Thrall 4000 cube high sides Gondola
DJJX 14153	1976	Thrall 4000 cube high sides Gondola
DJJX 14154	1976	Thrall 4000 cube high sides Gondola
DJJX 14155	1976	Thrall 4000 cube high sides Gondola
DJJX 14156	1976	Thrall 4000 cube high sides Gondola
DJJX 14157	1976	Thrall 4000 cube high sides Gondola
DJJX 14158	1976	Thrall 4000 cube high sides Gondola
DJJX 14159	1977	Thrall 4000 cube high sides Gondola
DJJX 14160	1984	Thrall 4000 cube high sides Gondola
DJJX 14161	1989	Thrall 4000 cube high sides Gondola
DJJX 14162	1976	Thrall 4000 cube high sides Gondola
DJJX 14163	1976	Thrall 4000 cube high sides Gondola
DJJX 14164	1976	Thrall 4000 cube high sides Gondola
DJJX 14165	1976	Thrall 4000 cube high sides Gondola
DJJX 14166	1976	Thrall 4000 cube high sides Gondola
DJJX 14167	1976	Thrall 4000 cube high sides Gondola
DJJX 14168	1976	Thrall 4000 cube high sides Gondola
DJJX 14169	1976	Thrall 4000 cube high sides Gondola
DJJX 14170	1976	Thrall 4000 cube high sides Gondola
DJJX 14171	1976	Thrall 4000 cube high sides Gondola

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Railcar Number	Year	Description
DJJX 14172	1976	Thrall 4000 cube high sides Gondola
DJJX 14173	1976	Thrall 4000 cube high sides Gondola
DJJX 14174	1976	Thrall 4000 cube high sides Gondola
DJJX 14175	1984	Thrall 4000 cube high sides Gondola
DJJX 14176	1976	Thrall 4000 cube high sides Gondola
DJJX 14177	1977	Thrall 4000 cube high sides Gondola
DJJX 14178	1984	Thrall 4000 cube high sides Gondola
DJJX 14179	1987	Thrall 4000 cube high sides Gondola
DJJX 14180	1989	Thrall 4000 cube high sides Gondola
DJJX 14181	1989	Thrall 4000 cube high sides Gondola
DJJX 14182	1989	Thrall 4000 cube high sides Gondola
DJJX 14183	1989	Thrall 4000 cube high sides Gondola
DJJX 14184	1976	Thrall 4000 cube high sides Gondola
DJJX 14185	1977	Thrall 4000 cube high sides Gondola
DJJX 14186	1976	Thrall 4000 cube high sides Gondola
DJJX 14187	1977	Thrall 4000 cube high sides Gondola
DJJX 14188	1989	Thrall 4000 cube high sides Gondola
DJJX 14189	1989	Thrall 4000 cube high sides Gondola
DJJX 14190	1976	Thrall 4000 cube high sides Gondola
DJJX 14191	1989	Thrall 4000 cube high sides Gondola
DJJX 14192	1977	Thrall 4000 cube high sides Gondola
DJJX 14193	1984	Thrall 4000 cube high sides Gondola
DJJX 14194	1976	Thrall 4000 cube high sides Gondola
DJJX 14195	1989	Thrall 4000 cube high sides Gondola
DJJX 14196	1989	Thrall 4000 cube high sides Gondola
DJJX 14197	1989	Thrall 4000 cube high sides Gondola
DJJX 14198	1989	Thrall 4000 cube high sides Gondola
DJJX 14199	1976	Thrall 4000 cube high sides Gondola