



The David J. Joseph Company



January 5, 2004

RECORDATION NO. 24743 FILED

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20006-0001

JAN 06 '04 12:10 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Rider No. 1 to Master Railroad Equipment Lease Agreement dated as of October 24, 2003 between the following parties:

Lessee: Ohio Central Railroad System  
47849 Papermill Road  
Coshocton, OH 43812

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

Please see Exhibit A attached hereto for the equipment, two hundred eighteen (218) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Rider No. 1 to Master Railroad Equipment Lease Agreement dated October 24, 2003 related to two hundred eighteen (218) railcars bearing reporting marks OHCR 4000 - 4022, sporadic and MVRY 93 - 96499, sporadic.

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed check 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) 621-8770 ext. 4239.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

RECORDATION NO. 24763 FILE

MEMORANDUM OF  
RIDER NO. 1 TO  
MASTER RAILROAD EQUIPMENT LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

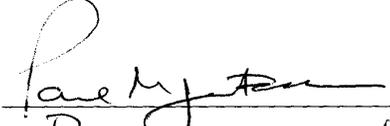
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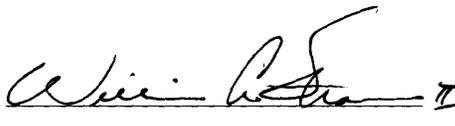
This MEMORANDUM OF RIDER NO. 1 TO MASTER RAILROAD EQUIPMENT LEASE ("Memorandum of Rider No. 1") entered into this 24<sup>th</sup> day of October, 2003, is intended to evidence the Master Lease and Rider No. 1 dated as of October 24, 2003 (the "Lease"), between JOSEPH LEASING LTD., an Ohio limited liability company ("Lessor"), and OHIO CENTRAL RAILROAD SYSTEM, 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 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 Master Lease and Rider No. 1.

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

JOSEPH LEASING LTD.

OHIO CENTRAL RAILROAD SYSTEM

By:   
Name: PAUL G. JANTSCH  
Title: VP  
Date: 12/17/03

By:   
Name: WILLIAM A. STRAWN II  
Title: PRESIDENT  
Date: 11-4-03

STATE OF OHIO )  
 )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 2003, by Paul G. Jantsch, a Committee Member of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

Angela Denise Watts  
Notary Public

My Commission expires:

\_\_\_\_\_

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF OHIO )  
 )  
 ) SS:  
COUNTY OF Columbiana )

The foregoing instrument was acknowledged before me this 4 day of NOVEMBER, 2003, by WILLIAM A. STRAWN II, the PRESIDENT of Ohio Central Railroad System, an Ohio corporation, on behalf of the corporation.

  
KIMBERLY R. WRIGHT  
Notary Public, State of Ohio  
My Commission Expires  
My Commission expires: June 5, 2008  
June 5, 2008

Kimberly R. Wright  
Notary Public

**EXHIBIT A**

To the Memorandum of Rider No. 1 dated October 24, 2003, between Joseph Leasing Ltd. and Ohio Central Railroad System.

**DESCRIPTION OF UNITS**

Two hundred eighteen (218) railcars bearing reporting marks:

**OHCR**

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	92267-96269
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
96388-96392	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		