



The David J. Joseph Company



February 2, 2004

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

RECORDATION NO. 24803 FILED

FEB 03 2004 1-11 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Rider No. 2 to Master Railroad Equipment Lease Agreement dated as of January 14, 2004 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, forty (40) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Rider No. 2 to Master Railroad Equipment Lease Agreement dated January 14, 2004 related to forty (40) railcars bearing reporting MVRVY 60401 - 70053, sporadic.

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed Check No. 553919 for the filing fees for this document. Please return a stamped 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

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**MEMORANDUM OF
RIDER NO. 2 TO
MASTER RAILROAD EQUIPMENT LEASE AGREEMENT** SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RIDER NO. 2 TO MASTER RAILROAD EQUIPMENT LEASE** ("Memorandum of Rider No. 2") entered into this 14th day of January, 2004, is intended to evidence the Master Lease and Rider No. 2 dated as of January 14, 2004 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("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 forty (40) 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. 2.

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

THE DAVID J. JOSEPH COMPANY

OHIO CENTRAL RAILROAD SYSTEM

By: 

By: 

Name: Paul G. Jantsch

Name: WILLIAM A. STRAWN II

Title: Executive Vice President

Title: PRESIDENT

Date: January 14, 2004

Date: 1-15-04

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 14th day of January, 2004, by Paul G. Jantsch, the Executive Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

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)
)
COUNTY OF Cincinnati) SS:

The foregoing instrument was acknowledged before me this 16th day of January, 2004, by William A. Stawon II the President of Ohio Central Railroad System, an Ohio corporation, on behalf of the corporation.

Kimberly Wright

KIMBERLY WRIGHT
Notary Public, State of Ohio
My Commission Expires
June 5, 2008

My Commission expires:

June 5, 2008

EXHIBIT A

To the Memorandum of Rider No. 2 dated January 14, 2004, between The David J. Joseph Company and Ohio Central Railroad System.

DESCRIPTION OF UNITS

Forty (40) railcars bearing reporting marks:

MVRY060401
MVRY060403
MVRY060406
MVRY060407
MVRY060409
MVRY060415
MVRY060419
MVRY060420
MVRY060421
MVRY060423
MVRY060425
MVRY060426
MVRY060430
MVRY060432
MVRY060433
MVRY060435
MVRY060436
MVRY060442
MVRY060443
MVRY060448
MVRY060449
MVRY060452
MVRY060456
MVRY070001
MVRY070007
MVRY070008
MVRY070011
MVRY070013
MVRY070018
MVRY070019
MVRY070030
MVRY070036
MVRY070037
MVRY070038
MVRY070041
MVRY070042
MVRY070047
MVRY070050
MVRY070051
MVRY070053