



The David J. Joseph Company

RECORDATION NO. 21896 FILED

APR 06 '04

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SURFACE TRANSPORTATION BOARD



April 5, 2004

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

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of February 23, 2004 between the following parties:

Lessee: Paducah & Louisville Railway  
1500 Kentucky Avenue  
Paducah, KY 42002

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, fifteen (15) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of February 23, 2004 related to fifteen (15) railcars bearing reporting marks TKEN 60900 - 60918, sporadic.

Please file this agreement as a primary document. The amount of \$30.00 for the filing fees is included on the enclosed check No.556319. 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) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

RECORDATION NO. 24896 FILED

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

APR 06 '04

2-17 PM

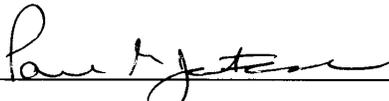
**SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 23<sup>rd</sup> day of February, 2004, is intended to evidence the lease dated as of February 23, 2004 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **PADUCAH & LOUISVILLE RAILWAY**, a Kentucky 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 fifteen (15) 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.

**THE DAVID J. JOSEPH COMPANY**

**PADUCAH & LOUISVILLE RAILWAY**

By: 

By: 

Name: Paul G. Jantsch

Name: JAMES T. HOLLOWAY, JR.

Title: Executive Vice President

Title: DIRECTOR OF MARKETING & EQUIP

Date: February 23, 2004

Date: 3/19/04

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )    SS:

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of February, 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 Kentucky )  
                                  )  
COUNTY OF Meade )    SS:

The foregoing instrument was acknowledged before me this 19th day of March, 2004, by James T. Holloway Jr. the DIR. MARKETING & EQUIP. of Paducah & Louisville Railway, a Kentucky corporation, on behalf of the corporation.

Susan C. Ramage  
Notary Public

My Commission expires:  
10-15-2005

**EXHIBIT A**

To the Memorandum of Lease dated February 23, 2004, between The David J. Joseph Company and Paducah & Louisville Railway.

**DESCRIPTION OF UNITS**

Fifteen (15) railcars bearing reporting marks as follows:

TKEN 60900-60902, inclusive  
TKEN 60904-60907, inclusive  
TKEN 60609-60910, inclusive  
TKEN 60912-60915, inclusive  
TKEN 60917-60918, inclusive