



The David J. Joseph Company

RECORDATION NO. 24900 FILED

APR 06 '04

2-28 PM

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 Rider No. 3 to Master Railroad Equipment Lease Agreement dated as of March 17, 2004 between the following parties:

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

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

Please see Exhibit A attached hereto for the equipment, five (5) railcars, involved in this transaction.

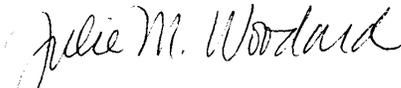
This filing is to appear in the index as follows: Memorandum of Rider No. 3 to Master Railroad Equipment Lease Agreement dated March 17, 2004 related to five (5) railcars bearing reporting marks CUOH 37027, CUOH 38446, CUOH 38592, OHCR 6118 and OHCR 6119.

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

Sincerely,

The David J. Joseph Company


Julie M. Woodard
Documentation Coordinator

Enclosures

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MEMORANDUM OF
RIDER NO. 3 TO
MASTER RAILROAD EQUIPMENT LEASE AGREEMENT

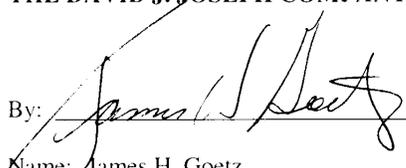
SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF RIDER NO. 3 TO MASTER RAILROAD EQUIPMENT LEASE ("Memorandum of Rider No. 3") entered into this 17th day of March, 2004, is intended to evidence the Master Lease and Rider No. 3 dated as of March 17, 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 five (5) 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. 3.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Rider No. 3 on the date indicated below its signature.

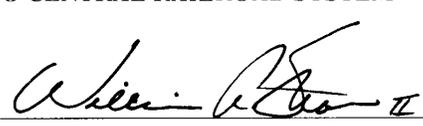
THE DAVID J. JOSEPH COMPANY

OHIO CENTRAL RAILROAD SYSTEM

By: 
Name: James H. Goetz

Title: Executive Vice President & CFO

Date: March 17, 2004

By: 
Name: WILLIAM A. STRAUME II

Title: President

Date: 3/22/04

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 17th day of March, 2004, by James H. Goetz, the Executive Vice President & CFO 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)
) SS:
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ___ day of _____, 2004, by _____, the _____ of Ohio Central Railroad System, an Ohio corporation, on behalf of the corporation.

Notary Public

My Commission expires:

EXHIBIT A

To the Memorandum of Rider No. 3 dated March 17, 2004, between The David J. Joseph Company and Ohio Central Railroad System.

DESCRIPTION OF UNITS

Five (5) railcars bearing reporting marks:

CUOH 37027
CUOH 38446
CUOH 38592
OHCR 6118
OHCR 6119