



The David J. Joseph Company

May 3, 2004

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

RECORDATION NO. 24940 FILED

MAY 05 '04

9-33 AM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of April 14, 2004 between the following parties:

Lessee: North Shore Railroads  
356 Priestly Avenue  
Northumberland, PA 17857

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

Please see Exhibit A attached hereto for the equipment, thirty-three (33) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated April 14, 2004 related to thirty-three (33) railcars bearing reporting marks LVRR 151 - 36630, sporadic.

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed check No. 557465 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

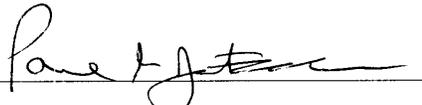
**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

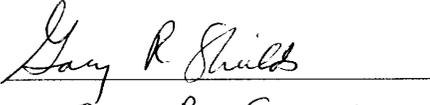
This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 14<sup>th</sup> day of April, 2004, is intended to evidence the lease dated as of April 14, 2004 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **NORTH SHORE RAILROADS**, a Pennsylvania 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 thirty-three (33) 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**

**NORTH SHORE RAILROADS**

By:   
Name: Paul G. Jantsch  
Title: Executive Vice President  
Date: April 14, 2004

By:   
Name: GARY R. SHIELDS  
Title: PRESIDENT  
Date: April 20, 2004

RECORDATION NO. 24940 FILED

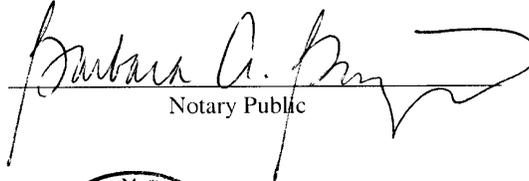
MAY 05 '04

9-33 AM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

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

  
Notary Public

My Commission expires:

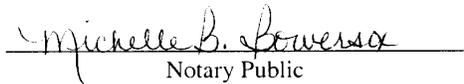
February 20, 2006



BARBARA A. BRZEICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

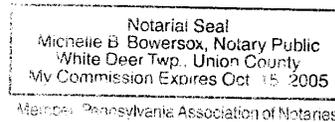
STATE OF Pennsylvania )  
 ) SS:  
COUNTY OF Union )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of April, 2004, by Gary R. Shields, the President of North Shore Railroads, a Pennsylvania corporation, on behalf of the corporation.

  
Notary Public

My Commission expires:

October 15, 2005



**EXHIBIT A**

To the Memorandum of Lease dated April 14, 2004, between The David J. Joseph Company and North Shore Railroads.

**DESCRIPTION OF UNITS**

Thirty-three (33) railcars bearing reporting marks as follows:

LVRR	151
LVRR	153
LVRR	158
LVRR	159
LVRR	36017
LVRR	36036
LVRR	36061
LVRR	36138
LVRR	36163
LVRR	36203
LVRR	36208
LVRR	36220
LVRR	36224
LVRR	36226
LVRR	36228
LVRR	36232
LVRR	36235
LVRR	36238
LVRR	36239
LVRR	36240
LVRR	36250
LVRR	36254
LVRR	36263
LVRR	36273
LVRR	36279
LVRR	36301
LVRR	36355
LVRR	36361
LVRR	36449
LVRR	36469
LVRR	36478
LVRR	36491
LVRR	36630