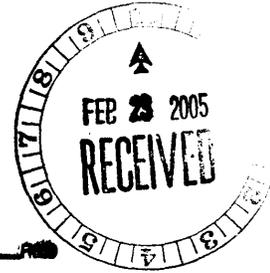




The David J. Joseph Company



February 22, 2005

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

RECORDATION NO. 25462

FEB 23 '05 11:45 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 December 7, 2004 between the following parties:

Lessee: Waste Management of New Jersey, Inc.  
1006 Walnut Street  
Canal Winchester, OH 43110

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

Please see Exhibit A for the equipment, (40) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of December 7, 2004 related to forty (40) railcars bearing reporting marks: DJTX 1500 – 1539, inclusive.

Please file this agreement as a primary document. The amount of \$32.00 is included on the enclosed check No. 568475 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,

Julie M. Woodard  
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street  
Cincinnati, OH 45202-4214  
Phone (513) 419-6200  
Fax (513) 419-6221

**CERTIFICATE**

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

*Julie M Woodard*  
Notary Public



**JULIE M. WOODARD**  
Notary Public, State of Ohio  
My Commission Expires  
September 24, 2007

MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT

FEB 23 '05 10-45 AM

SURFACE TRANSPORTATION BOARD

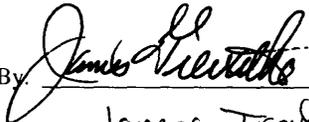
This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 7<sup>th</sup> day of December, 2004, is intended to evidence the lease dated as of December 7, 2004 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Lessor"), and WASTE MANAGEMENT OF NEW JERSEY, INC., a Delaware 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 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

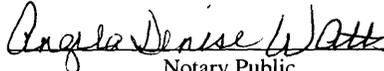
WASTE MANAGEMENT OF NEW JERSEY, INC.

By:   
Name: Paul G. Jantsch  
Title: Executive Vice President  
Date: December 7, 2004

By:   
Name: James Treathan  
Title: President  
Date: 1/7/05

STATE OF OHIO            )  
                                  )    SS:  
COUNTY OF HAMILTON    )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of December, 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:  
\_\_\_\_\_

**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 \_\_\_\_\_ )  
                                  )    SS:  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2004, by \_\_\_\_\_, the \_\_\_\_\_ of Waste Management of New Jersey, Inc., a Delaware corporation, on behalf of the corporation.

\_\_\_\_\_  
Notary Public

My Commission expires:  
\_\_\_\_\_

**EXHIBIT A**

To the Memorandum of Lease dated December 7, 2004, between The David J. Joseph Company and Waste Management of New Jersey, Inc.

**DESCRIPTION OF UNITS**

Forty (40) railcars bearing reporting marks as follows:

DJTX 1500-1539, inclusive.