

The David J. Joseph Company



May 17, 2005

RECORDATION NO. 24770-C FILED

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

MAY 18 '05

1-19 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of April 6, 2005 between the following parties:

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

Lessor: Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, OH 45263

Please see Exhibit A for the equipment, eighty (80) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of April 6, 2005 related to eighty (80) railcars bearing reporting marks OHCR 6001-6112, sporadic; OHCR 100926-100944, sporadic; and CUOH 3000-3019, sporadic.

Please file this as a secondary document under the Recordation Number 24770-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24770.

The filing fee for this document in the amount of \$32.00, is included on Check No. 570611. 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

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**MEMORANDUM OF
AMENDMENT NO. 2 TO
RAILROAD EQUIPMENT LEASE**

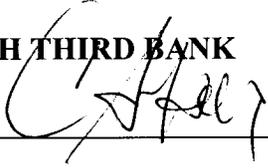
SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 6th day of April, 2005, is intended to evidence the amendment dated as of April 6, 2005 (the "Amendment No. 2"), between **FIFTH THIRD BANK** ("Lessor"), and **OHIO CENTRAL RAILROAD, INC.** ("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 eighty (80) 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.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on January 13, 2004 with Recordation No. 24770. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 24770-A.

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

FIFTH THIRD BANK

By: 

Name: CHRISTIAN HYEK

Title: VICE PRESIDENT

OHIO CENTRAL RAILROAD, INC.

By: 

Name: WILLIAM A. STRAW II

Title: PRESIDENT

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 11th day of May, 2005, by Christian Hyeck, the Vice President of Fifth Third Bank on behalf of the corporation.

Elaine Ellis
Notary Public

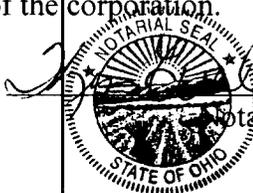
My Commission expires:

ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2007

STATE OF Ohio)
)
COUNTY OF Coshocton)

SS:

The foregoing instrument was acknowledged before me this 19 day of APRIL, 2005, by WILLIAM A. STRAWN the PRESIDENT of OHIO CENTRAL RAILROAD, a corporation, on behalf of the corporation.

 Kimberly R. Wright
Notary Public, State of Ohio
My Commission Expires June 5, 2008

My Commission expires:

June 5, 2008

EXHIBIT A

To the Memorandum of Amendment No. 2 dated April 6, 2005, between Fifth Third Bank and Ohio Central Railroad, Inc.

DESCRIPTION OF UNITS

Eighty (80) railcars bearing reporting marks:

OHCR 6001-6026, inclusive

OHCR 6028-6052, inclusive

OHCR 6104, 6113-6117, inclusive

OHCR 6105, 6107, 6109, 6112

OHCR 100926-100929, inclusive

OHCR 100935, 100938, 100944

CUOH 3000, 3003, 3005-3007, 3009-3010, 3014-3016, 3018-3019