



The David J. Joseph Company



June 3, 2005

RECORDATION NO. 24560-A FILED

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

JUN 07 '05

2-24 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of May 27, 2005 between the following parties:

Lessee: Recycle America Alliance, L.L.C.
45 Kenwood Circle
Franklin, MA 02038

Lessor: The David J. Joseph Company (f/k/a Joseph Transportation Services, Inc.)
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, twenty (20) railcars, involved in this transaction.

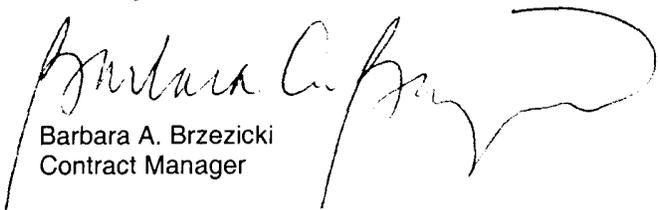
This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of May 27, 2005 related to twenty (20) railcars bearing reporting marks DJTX 51101 – DJTX 51157, sporadic.

Please file this as a secondary document under the Recordation Number 24560-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24560.

The filing fee for this document in the amount of \$33.00, is enclosed. 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) 419-6082.

Sincerely,


Barbara A. Brzezicki
Contract Manager

Enclosures

JUN 07 '05

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**MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 27th day of May, 2005, is intended to evidence the amendment dated as of December 14, 2004 (the "Amendment No. 1"), between **THE DAVID J. JOSEPH COMPANY (f/k/a JOSEPH TRANSPORTATION SERVICES, INC.)** a Delaware corporation ("Lessor"), and **RECYCLE AMERICA ALLIANCE, L.L.C.**, a Delaware limited liability company ("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 twenty (20) 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") with Recordation No. 24560. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 24560-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: 

Name: Everett N. Martin

Title: Assistant Secretary

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 27th day of May, 2005, by Everett N. Martin, the Assistant Secretary of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.


Notary Public

My Commission expires:

February 20, 2006



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

EXHIBIT A

To the Memorandum of Amendment No. 1 dated May 27, 2005, between The David J. Joseph Company and Recycle America Alliance L.L.C.

DESCRIPTION OF UNITS

Twenty (20) railcars bearing reporting marks:

DJTX 51101
DJTX 51106
DJTX 51107
DJTX 51110
DJTX 51112
DJTX 51118
DJTX 51119
DJTX 51120
DJTX 51124
DJTX 51125
DJTX 51128
DJTX 51130
DJTX 51132
DJTX 51133
DJTX 51135
DJTX 51140
DJTX 51141
DJTX 51142
DJTX 51154
DJTX 51157