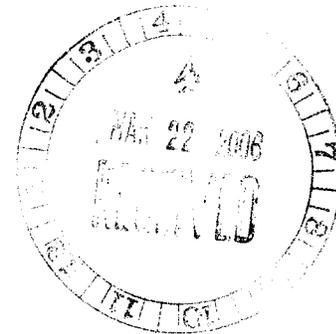




The David J. Joseph Company



March 20, 2006

RECORDATION NO. 26260 FILED

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

MAR 22 '06

4-5 2PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of March 14, 2006 between the following parties:

Lessee: Gershow Recycling Corporation
71 Peconic Avenue
Medford, NY 11763

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

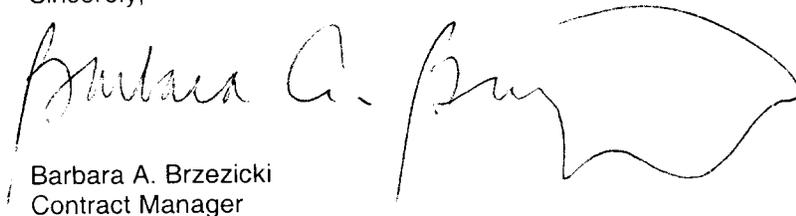
Please see Exhibit A attached hereto for the equipment, six (6) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated March 14, 2006 related to six (6) railcars bearing reporting marks JTSX 101410 – JTSX 101451, sporadic.

Please file this agreement as a primary document. The amount of \$33.00 is included on the enclosed check 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) 419-6082.

Sincerely,


Barbara A. Brzezicki
Contract Manager

Enclosures

Rail Equipment Group

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

MAR 22 '06

4-52PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 14th day of March, 2006, is intended to evidence the lease dated as of August 10, 2004 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **GERSHOW RECYCLING CORPORATION**, a New York 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 six (6) 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, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: 

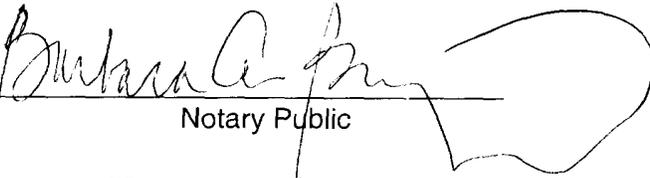
Name: Everett N. Martin

Title: Assistant Secretary

Date: March 20, 2006

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 20th day of March, 2006, 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:
2-20-11



BARBARA A. BRZEICKI
Notary Public, State of Ohio
My Commission Expires 02-20-11

EXHIBIT A

To the Memorandum of Lease dated March 14, 2006, between The David J. Joseph Company and Gershow Recycling Corporation.

DESCRIPTION OF UNITS

Six (6), railcars bearing reporting marks as follows:

JTSX 101410
JTSX 101428
JTSX 101430
JTSX 101446
JTSX 101448
JTSX 101451