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SURFACE TRANSPORTATION BOARD



February 4, 2008

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

Dear Mr. Williams:

Please find attached one (1) original of the Memorandum of Schedule No. 002 to the Railroad Master Equipment Lease Agreement dated as of January 31, 2008 between the following parties:

Lessee: CSX Transportation, Inc.
500 Water Street
12th Floor, J222
Jacksonville, FL 32202

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

Please see Exhibit A for the equipment, (161) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Schedule No. 002 to the Railroad Master Equipment Lease Agreement dated as of January 31, 2008 related to one hundred sixty-one (161) railcars bearing reporting marks: JTSX 13001 – 87255, sporadic.

Please file this agreement as a primary document. The filing fee in amount of \$35.00 can be charged to our account. 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,

A handwritten signature in cursive script that reads "Julie Woodard".

Julie Woodard
Documentation Coordinator

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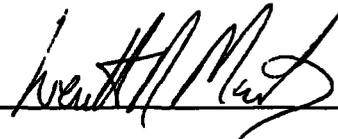
**MEMORANDUM OF SCHEDULE NO. 002 TO THE SURFACE TRANSPORTATION BOARD
RAILROAD MASTER EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF SCHEDULE NO. 002 TO THE RAILROAD MASTER EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 31st day of January, 2008, is intended to evidence the master lease dated as of December 29, 2007 and subsequent schedule number 002 to the master lease dated December 19, 2007, (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **CSX TRANSPORTATION, INC.**, a Virginia 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 one hundred sixty-one (161) 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

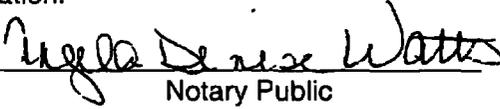
By: _____

Name: Everett N. MartinTitle: Assistant Corporate SecretaryDate: January 31, 2008

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 31st day of January, 2008, by Everett N. Martin, the Assistant Corporate Secretary of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.


Notary Public

My Commission has no expiration.

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147 03 O.R.C.

EXHIBIT A

To the Memorandum of Lease dated January 31, 2008, between The David J. Joseph Company and CSX Transportation, Inc.

DESCRIPTION OF UNITS

One hundred sixty-one (161) railcars bearing reporting marks:

JTSX13001
JTSX13004
JTSX13008
JTSX13010
JTSX13011
JTSX13015
JTSX13018
JTSX13019
JTSX13022
JTSX13025
JTSX13031
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JTSX13041
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JTSX13052
JTSX13059
JTSX13062
JTSX13095
JTSX14007
JTSX14018
JTSX14019
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