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SURFACE TRANSPORTATION BOARD



January 6, 2009

Ms. Anne K. Quinlan, Esq.
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan

Please find attached one (1) original of the Memorandum of Schedule No. 003 to the Railroad Master Equipment Lease Agreement dated as of December 3, 2008 between the following parties:

Lessee:	CSX Transportation, Inc. 500 Water Street 12 th Floor, J222 Jacksonville, FL 32202
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A for the equipment, (53) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Schedule No. 003 to the Railroad Master Equipment Lease Agreement dated as of December 3, 2008 related to fifty-three (53) railcars bearing reporting marks: TKEN 16003 – 16060, sporadic and TKEN 81685 – 81714, sporadic

Please file this agreement as a primary document. The filing fee in amount of \$41.00 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

Rail Equipment Group

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

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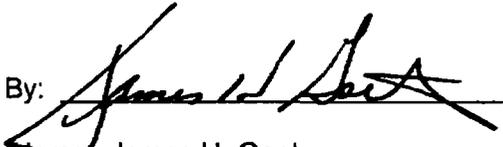
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MEMORANDUM OF SCHEDULE NO. 003 TO THE RAILROAD MASTER EQUIPMENT LEASE AGREEMENT **SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF SCHEDULE NO. 003 TO THE RAILROAD MASTER EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 3rd day of December, 2008, is intended to evidence the master lease dated as of December 29, 2006 and subsequent schedule number 003 to the master lease dated December 3, 2008, (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 fifty-three (53) 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

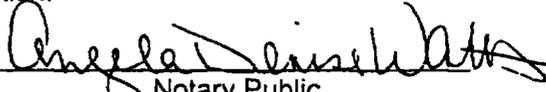
By: 
Name: James H. Goetz

Title: Executive Vice President & CFO

Date: December 3, 2008

STATE OF OHIO)
)
COUNTY OF HAMILTON) **SS:**

The foregoing instrument was acknowledged before me this 3rd day of December, 2008, by James H. Goetz, the Executive Vice President & CFO 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 December 3, 2008, between The David J. Joseph Company and CSX Transportation, Inc.

DESCRIPTION OF UNITS

Fifty-three (53) railcars bearing reporting marks:

TKEN016003
TKEN016008
TKEN016010
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TKEN016012
TKEN016013
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