



May 23, 2016

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Rider No. 1 to the Master Lease Agreement dated as of May 4, 2016 between the following parties:

Lessee:	Cox Industries, Inc. 2307 Gulf Tower 707 Grant Street Pittsburgh, PA 15219
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A for the equipment, (38) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Rider No. 1 to the Master Lease Agreement dated as of May 4, 2016 related to thirty eight (38) railcars bearing reporting marks: JTSX 54009 - 54061, sporadic and JTSX 900005 – 900019, sporadic.

Please file this agreement as a primary document. The filing fee in the amount of \$43.00 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,

Julie Woodard

Julie Woodard
Contract Manager

**MEMORANDUM OF RIDER NO. 1 TO THE
MASTER LEASE AGREEMENT**

This **MEMORANDUM OF RIDER NO. 1 TO THE MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 4th day of May, 2016, is intended to evidence the master lease agreement dated as of April 12, 2016 and subsequent rider number 1 to the master lease agreement dated April 12-2016, (collectively, the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **COX INDUSTRIES, INC.**, a South Carolina 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 thirty-eight (38) 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 and Lessee, pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below each signature.

THE DAVID J. JOSEPH COMPANY

By: 

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 4th day of May, 2016, by Kelly C. Poellein, the Vice President, Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.


Notary Public

My Commission has no expiration.

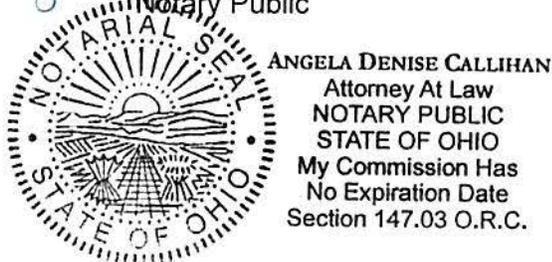


EXHIBIT A

To the Memorandum of Lease dated May 4, 2016, between The David J. Joseph Company and Cox Industries, Inc.

DESCRIPTION OF UNITS

Thirty-eight (38) railcars bearing reporting marks:

JTSX054009
JTSX054010
JTSX054011
JTSX054012
JTSX054014
JTSX054016
JTSX054017
JTSX054019
JTSX054020
JTSX054021
JTSX054023
JTSX054024
JTSX054025
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JTSX054036
JTSX054037
JTSX054050
JTSX054055
JTSX054061
JTSX900005
JTSX900006
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