



DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

May 27, 1999

RECORDATION NO. 22028-A FILED

JUN 1 '99

11-15AM

Surface Transportation Board
1925 K Street, N.W.
Attn: Recordation of Railroad Equipment
Washington, DC 20423-0001

To Whom It May Concern:

Enclosed are an original and one copy of the Memorandum of Amendment No 1 to Schedule No 001 to the Railroad Equipment Master Lease between the following parties:

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

Lessee: West Tennessee Railroad
11 East Church Street
Sea Bright, NJ 07760

Please see the Exhibit A attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a secondary document. The Master Lease is recorded under Recordation Number 22028. The fee of \$26.00 is included in the check number 463248.

Sincerely,

THE DAVID J. JOSEPH COMPANY


Shelley B. Bacon
Contract Assistant

Enclosure

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

JUN 1 '99 11-15AM

**MEMORANDUM OF
AMENDMENT NO. 1 TO SCHEDULE NO. 001
TO THE RAILROAD EQUIPMENT MASTER LEASE**

This **MEMORANDUM OF AMENDMENT NO. 1 TO SCHEDULE NO. 001 TO THE RAILROAD EQUIPMENT MASTER LEASE** ("Memorandum of Amendment No. 1") entered into this 6th day of May, 1999, is intended to evidence the amendment dated as of May 6, 1999 (the "Amendment No. 1"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **WEST TENNESSEE RAILROAD**, a Tennessee 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-one (51) 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.

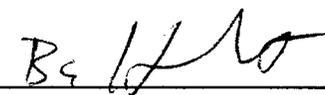
FURTHER, the Memorandum of Railroad Equipment Master Lease (the "Memorandum of Lease") dated January 8, 1999, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on February 16, 1999 with Recordation No. 22028. This Memorandum of Amendment No. 1 should receive Recordation No. 21948-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.

DJJ TRANSPORTATION SERVICES, INC.

WEST TENNESSEE RAILROAD

By: 

By: 

Name: Paul E. Loebig

Name: Bruce Hohorst

Title: Vice President

Title: President

Date: May 6, 1999

Date: 5/12/99

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 6th day of May, 1999, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

July 22, 2002

Shelley B. Bacon
Notary Public



SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF NEW JERSEY)
)
COUNTY OF MONMOUTH) SS:

The foregoing instrument was acknowledged before me this 12th day of May, 1999, by Bruce Hohorst, the President of West Tennessee Railroad, a Tennessee corporation, on behalf of the corporation.

[Signature]
Notary Public

My Commission expires:

DZINTRA L. BRUSH
Notary Public of New Jersey
My Commission Expires March 31, 2004

EXHIBIT A

To the Memorandum of Amendment No. 1 dated May 6, 1999, between DJJ Transportation Services, Inc. and West Tennessee Railroad.

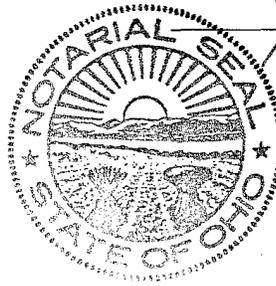
DESCRIPTION OF UNITS

Fifty-one (51) railcars bearing reporting marks as follows:

TNMR 2150 - 2200, inclusive.

CERTIFICATE

The undersigned, Shelley B Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley Bacon
Notary Public

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002