



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

January 26, 1999

RECORDATION NO. 21465-A
FILED
FEB 2 '99
1-15 PM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Lease Agreement Amendment No.1 dated January 8, 1999 between the following parties:

Lessee: Paducah & Louisville Railway, Inc.
1500 Kentucky Avenue
Paducah, KY 42003

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

Please see the Exhibit A set forth in this document for the Equipment involved in this transaction.

Please file this Memorandum of Lease Agreement Amendment No. 1 as a secondary document. The lease in which this document is connected is filed under Recordation No. 21465. The \$26.00 fee is included in check number 454668.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Shelley B. Bacon
Contract Assistant

Enclosure

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 B. Bacon

Notary Public



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

RECORDATION NO. 21465-A FILED

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
AMENDMENT NO. 1

FEB 2 '99 1-15 PM

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 1 ("Memorandum of Lease Amendment No. 1") entered into this 8th day of January, 1999, is intended to evidence Amendment No. 1 to Railroad Equipment Lease dated as of January 8, 1999 ("Amendment No. 1 to the Lease"), between DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and PADUCAH & LOUISVILLE RAILWAY, INC., a Kentucky 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 twenty-five (25) 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 Lease ("the Memorandum") dated May 15, 1998, between Lessor and Lessee, was duly filed with the Surface Transportation Board (STB) on June 15, 1998 with Recordation No. 21465. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 21465-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.

PADUCAH & LOUISVILLE RAILWAY, INC.

By: Paul E. Loebig

By: James T. Holloway, Jr.

Name: Paul E. Loebig

Name: JAMES T. HOLLOWAY, JR.

Title: Vice President

Title: ASST DIR ASSET MGMT

Date: January 8, 1999

Date: JANUARY 11, 1999

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 8th day of January, 1999, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Shelley B. Bacon



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

My Commission expires:
July 22, 2002

STATE OF KENTUCKY)
)
COUNTY OF McCRACKEN) SS:

The foregoing instrument was acknowledged before me this *11th* day of *Jan.*, 1999, by *James J. Hollaway Jr.*, the *Asst. Dir. Asset Utilization* of Paducah & Louisville Railway, Inc., a Kentucky corporation, on behalf of the corporation.

Jason C. Romage
Notary Public

My Commission expires:
10-10-2001

EXHIBIT A

To the Memorandum of Lease Amendment No. 1 dated January 8, 1999, between DJJ Transportation Services, Inc. and Paducah & Louisville Railway, Inc.

DESCRIPTION OF UNITS

Twenty-five (25) railcars bearing reporting marks as follows:

PAL 250000 - 250024, inclusive