



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

February 12, 1998

RECORDATION NO. 18894-B

FILED

FEB 25 '98

10-38 AM

FEB 25 10 38 AM '98

RECEIVED
SURFACE TRANSPORTATION BOARD

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 Amendment to Equipment Lease dated as of January 12, 1998, between the following parties:

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

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

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

The lease to which this document is connected is recorded under Recordation No. 18894 and a subsequent amendment is recorded under Recordation Number 18894-A.

Please file this agreement as a secondary document. The \$24.00 fee is included in the check number 425090 in the amount of \$72.00 that has already been mailed to you.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosures

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-1422

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

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

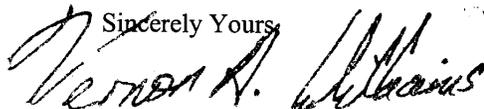
OFFICE OF THE SECRETARY
Shelley B. Bacon
Contract Assistant
DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202-4214

DATE 2/25/98

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C
11301 and 49 CFR 1177.3 (c), on 2/25/98 at 10:38 AM and
assigned recordation numbers (s).18894-B.

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$-24.00-----The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee you will receive a notification after
the Surface Transportation Board has had an opportunity to examine your document.



RECORDATION NO. 18894-13 FILED

AMENDMENT NO. 2 FEB 25 '98 10-38AM
TO

RAILROAD EQUIPMENT LEASE

This Amendment No. 2 to the Railroad Equipment Lease ("Amendment No. 2"), is entered into this 12th day of January, 1998, by and between **DJJ TRANSPORTATION SERVICES, INC.** (a subsidiary of **THE DAVID J. JOSEPH COMPANY**), a Delaware corporation (hereinafter referred to as "Lessor") and **UNION PACIFIC RAILROAD COMPANY**, a Utah corporation (hereinafter referred to as "Lessee"), amending that certain Railroad Equipment Lease dated May 3, 1994 and Amendment No. 1 to Railroad Equipment Lease dated October 2, 1997 (hereinafter collectively referred to as the "Lease") by and between Lessor and Lessee.

WHEREAS, the Lease was duly filed for recordation with the Surface Transportation Board ("STB"), formerly the Interstate Commerce Commission ("ICC"), on July 11, 1994, with Recordation No. 18894 and the Amendment No. 1 to the Lease was filed on October 28, 1997, with Recordation No. 18894-A, covering the thirty-one (31) railcars which are listed on Exhibit A attached hereto and subject to the Lease (the "Units").

WHEREAS, the parties desire to extend the Term of the Lease for the Units and to amend certain other provisions of the Lease.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
2. The Lease is amended by extending the Lease expiration date from December 31, 1997 to [REDACTED] for all Units listed on Exhibit A hereto, which are subject to the Lease.
3. Exhibit E of the Railroad Equipment Lease shall be amended to reflect Lessee's insurance requirements as follows:
 - Property Insurance - [REDACTED]
 - Liability Insurance - a minimum of [REDACTED]

4. All other terms and conditions of the Lease remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 2 to be executed as of the day and year first above written.

Signed and acknowledged
in the presence of:

Walter Blair
Shelley Bacon

LESSOR

DJJ TRANSPORTATION SERVICES, INC.

BY: James H. Goetz

NAME: James H. Goetz

TITLE: Vice President

DATE: January 12, 1998

Signed and acknowledged
in the presence of:

Dave Griffin
Shaunt Steward

LESSEE

UNION PACIFIC RAILROAD COMPANY

BY: Michael J. Cronin

NAME: Michael J. Cronin

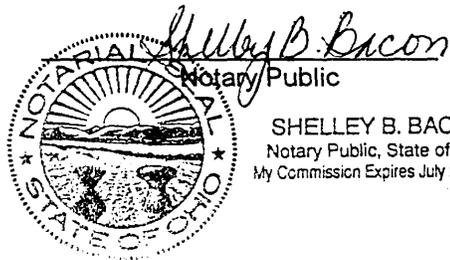
TITLE: VICE PRESIDENT - SUPPLY

DATE: 1/19/98

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 12th day of January, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

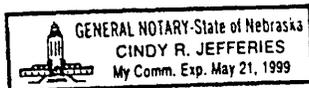


SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF Nebraska)
)
COUNTY OF Douglas)

SS:

The foregoing instrument was acknowledged before me this 19th day of January 1998, by Michael J. Crown, the V.P. - Supply of Union Pacific Railroad Company, a Utah corporation, on behalf of the corporation.



Cindy R. Jefferies
Notary Public

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Thirty-one (31) railcars bearing reporting marks as follows:

CHTT, 20100-20117, INCLUSIVE
CHTT 20150-20157, INCLUSVE
CHTT 20159-20163, INCLUSIVE