



DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company
May 12, 1998

RECORDATION
SURFACE TRANSPORTATION BOARD

MAY 18 1 41 PM '98

RECORDATION NO. 19059-A FILED

MAY 18 '98 1-41 PM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement Amendment No. 1 dated as of February 6, 1998 for (25) railcars between the following parties:

Lessee: The Kansas City Southern Railway Company
114 West 11th Street
Kansas City, MO 64105

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

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

Please file this agreement as a secondary document. The lease to which this document is connected was recorded under Recordation No. 19059. The amount of \$26.00 is included in the enclosed check No. 434492.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard
Documentation Assistant

Enclosures

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 445-4422

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

CERTIFICATE

The undersigned, Julie M. Woodard 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.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2008

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

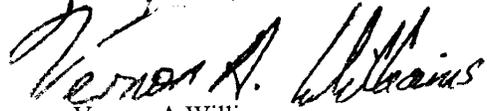
DATE: 5/18/98

Julie M. Woodard
Djj Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202-4214

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 5/18/98 at 1:40PM and 1:41PM ,and
assigned recordation number(s). 18721-P and 19059-A.

Sincerely Yours,


Vernon A. Williams

Enclosure(s)
52.00

\$-----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 an opportunity to examine your document.

Signature-----



RECORDATION NO. 19059-A FILED

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
AMENDMENT NO. 1**

MAY 18 '98 1-41 PM

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 1** ("Memorandum of Lease Amendment No. 1") entered into this 6th day of February, 1998, is intended to evidence Amendment No. 1 to Railroad Equipment Lease dated as of February 6, 1998 ("Amendment No. 1 to the Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**, a Missouri 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 and the Amendment No. 1 to the Lease.

FURTHER, the Railroad Equipment Lease (the "Lease") dated July 5, 1994, between Lessor and Lessee was duly filed with the Surface Transportation Board, formerly Interstate Commerce Commission, on November 10, 1994 with Recordation No. 19059. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 19059-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 1 on the date indicated below its signature.

WITNESS:

Shelley Dacori
Kinda M. Faughman

DJJ TRANSPORTATION SERVICES, INC.

By: *DM*
Name: Douglas F. McMillan
Title: President
Date: February 6, 1998

WITNESS:

William Stibler
Naudia Stilwell

THE KANSAS CITY SOUTHERN RAILWAY CO.

By: *Steven Hefley*
Name: Steven Hefley
Title: Vice President Business Unit Operator
Date: 4/23/98

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
AMENDMENT NO. 1**

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WITNESS:

Shelley Bacon
Linda M. Faughman

DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: Douglas F. McMillan

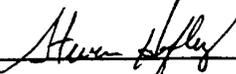
Title: President

Date: February 6, 1998

WITNESS:

William L. Hefley
Claudia Stilwell

THE KANSAS CITY SOUTHERN RAILWAY CO.

By: 

Name: Steven Hefley

Title: Vice President Business Unit Operator

Date: 4/23/98

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 6th day of February, 1998, by Douglas F. McMillan, the President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



Notary Public

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

STATE OF MISSOURI)
) SS:
COUNTY OF JACKSON)

The foregoing instrument was acknowledged before me this 28TH day of ~~February~~ APRIL, 1998, by STEVEN HEFLEY, the VP-BUSINESS UNIT OPERATIONS of The Kansas City Southern Railway Company, a Missouri corporation, on behalf of the corporation.



Notary Public
PATRICIA A SEXSON
NOTARY PUBLIC STATE OF MISSOURI
JACKSON COUNTY
MY COMMISSION EXP. OCT. 22, 1998