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SURFACE TRANSPORTATION BOARD
JUL 21 2 26 PM '98

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 19059-B FILED

JUL 21 '98 2-30 PM

July 21, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Equipment Lease Amendment No. 2, dated July 14, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railroad Equipment Lease which was previously filed with the Board under Recordation Number 19059.

The names and addresses of the parties to the enclosed document are:

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

Lessee: The Kansas City Southern Railway Co.
114 W. 11th Street
Kansas City, Missouri 64105

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Amendment.

Countrypart - Betty G...

Mr. Vernon A. Williams
July 21, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Betty Graham
for Robert W. Alvord

RWA/bg
Enclosures

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

OFFICE OF THE SECRETARY

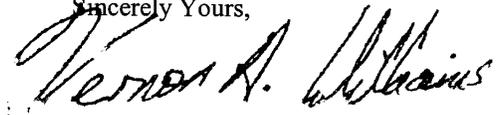
DATE:7/21/98

Robert W.Alvord
Alvord and Alvord
918 Sixteenth Street,NW., Ste.200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on7/21/98 at 2:30PM ✓, and
assigned recordation number(s).21522,21522,A, 19059-B, 20249-D and 20846-C

Sincerely Yours,



Vernon A. Williams

Enclosure(s)
130.00

\$-----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 FILED B

JUL 21 '98 2-30 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
AMENDMENT NO. 2**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 2** ("Memorandum of Lease Amendment No. 2") entered into this 14th day of July, 1998, is intended to evidence Amendment No. 2 to Railroad Equipment Lease dated as of July 14, 1998 ("Amendment No. 2 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 ("STB"), formerly Interstate Commerce Commission, 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 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 STB on November 10, 1994 with Recordation No. 19059. The Memorandum of Lease Amendment No. 1 was filed with the STB on May 18, 1998 with Recordation No. 19059-A. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 19059-B.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 2 on the date indicated below its signature.

WITNESS:
Linda M. Baughman

DJJ TRANSPORTATION SERVICES, INC.
By: James H. Goetz
Name: James H. Goetz
Title: Vice President
Date: July 14, 1998

WITNESS:
William L. Hefley

THE KANSAS CITY SOUTHERN RAILWAY CO.
By: Steven L. Hefley
Name: Steven L. Hefley
Title: Vice President Transportation Services
Date: 7-17-98

APPROVED AS TO FORM
R.P. By [Signature]

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 14th day of July, 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



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

STATE OF MISSOURI)
)
COUNTY OF JACKSON) SS:

The foregoing instrument was acknowledged before me this 17th day of July, 1998, by Steven L. Heffley, the V.P. Transportation Services of The Kansas City Southern Railway Company, a Missouri corporation, on behalf of the corporation.

Patricia A. Sexson

Notary Public

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

EXHIBIT A

To the Memorandum of Lease Amendment No. 2 dated July 14, 1998, between DJJ Transportation Services, Inc. and The Kansas City Southern Railway Company.

DESCRIPTION OF UNITS

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

KCS 805050-805074, INCLUSIVE