



0100574021 (2)

The David J. Joseph Company

March 24, 1995

Ms. Mildred Lee  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

19282-A  
MAR 27 1995 6 05 PM

LICENSING BRANCH  
MAR 27 3 28 PM '95

Dear Ms. Lee:

Enclosed is an original and one copy of the Amendment to Memorandum of Railroad Equipment Lease Agreement dated as of March 1, 1995 between the following parties:

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

Lessee: Wheeling & Lake Erie Railway  
100 E. First Street  
Brewster, OH 44613

The lease to which this document is connected is recorded under Recordation No. 19282.

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

Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones  
Documentation Assistant

Enclosures

Railroad Equipment Leasing  
and Marketing Division

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4433

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

CERTIFICATE

The undersigned, Kathy Shaner, a 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.

Kathy Shaner  
Notary Public

3-23-95

KATHY A. SHANER  
Notary Public, State of Ohio  
My Comm. Expires 03/23/97, 3097

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**AMENDMENT TO  
MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **AMENDMENT TO MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT** ("Amendment to Memorandum") entered into this 1st day of March, 1995, is intended to evidence the Amendment to Railroad Equipment Lease Agreement dated as of March 1, 1995 (the "Amendment"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation (the "Lessor") and **WHEELING & LAKE ERIE RAILWAY**, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the eighty-eight (88) railcars more fully described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

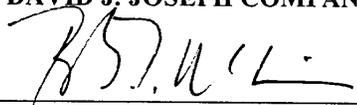
**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Amendment to Memorandum of Lease on the date indicated below its signature.

**LESSOR:**

**LESSEE:**

**THE DAVID J. JOSEPH COMPANY**

**WHEELING & LAKE ERIE RAILWAY**

By: 

By: 

Name: Douglas F. McMillan

Name: Larry R. Parsons

Title: Vice President

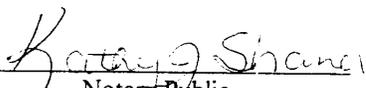
Title: President & CEO

Date: March 1, 1995

Date: March 10, 1995

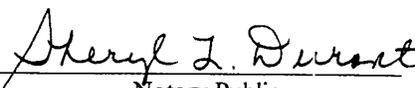
STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )    SS:

The foregoing instrument was acknowledged before me this 1st day of March, 1995, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public  
KATHY J. SHANNER  
Notary Public, State of Ohio  
My Commission Expires June 7, 1997

STATE OF OHIO            )  
                                  )  
COUNTY OF stark        )    SS:

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of March, 1995, by Larry R. Parsons, the President & CEO of Wheeling & Lake Erie Railway Company, a Delaware corporation, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public  
Sheryl L. Durant  
Notary Public, State of Ohio  
My Commission Expires August 29, 1999

DESCRIPTION OF UNITS

Eighty-eight (88) railcars bearing reporting marks as follows:

WE 472006	WE 474093	WE 476786	WE 479828
WE 472056	WE 474111	WE 476802	WE 480011
WE 472212	WE 474520	WE 476877	WE 480059
WE 472230	WE 474607	WE 477001	WE 480069
WE 472342	WE 474623	WE 477336	WE 480112
WE 472406	WE 474725	WE 477396	WE 480384
WE 472449	WE 474814	WE 477438	WE 480385
WE 472452	WE 474844	WE 477442	WE 480403
WE 472608	WE 474952	WE 477507	WE 480449
WE 472684	WE 475025	WE 477527	WE 480904
WE 472865	WE 475479	WE 477734	WE 481852
WE 472937	WE 475492	WE 477776	WE 481650
WE 473158	WE 475516	WE 478164	WE 480080
WE 473224	WE 475734	WE 478511	WE 480722
WE 473323	WE 475887	WE 478600	WE 480850
WE 473430	WE 476421	WE 478856	WE 480855
WE 473462	WE 476438	WE 478880	WE 483023
WE 473732	WE 476496	WE 478968	WE 483025
WE 473781	WE 476578	WE 479000	WE 483053
WE 473811	WE 476673	WE 479003	WE 483126
WE 474014	WE 476681	WE 479501	WE 483565
WE 474016	WE 476694	WE 479557	WE 485904