

DEC 2 - 1996 - 11:35 AM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 2, 1996

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 Security Documents Supplement No. 2, dated as of December 2, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement and Assignment of Leases which were previously filed with the Board under Recordation Numbers 20270-A and 20270-B.

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

Borrower: DJJ Leasing Ltd.
300 Pike Street
Cincinnati, Ohio 45202

Secured Party. MeesPierson, N.V.
Coolsingel 93
PO Box 749
3000 AS Rotterdam
The Netherlands

A description of the railroad equipment covered by the enclosed document is:

100 railcars bearing reporting marks and road numbers CHTT 286000 through CHTT 286099, inclusive The Lease referred to in the Supplement is being filed concurrently herewith under Recordation Number 20389

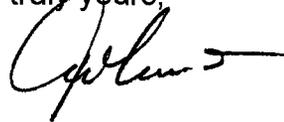
Dear Taylor - K. Bartman

Mr Vernon A. Williams
December 2, 1996
Page 2

Also enclosed is a check in the amount of \$22.00 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,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

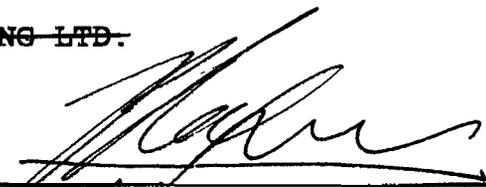
Robert W Alvord

RWA/bg
Enclosures

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 2nd day, of December, 1996.

~~DJJ LEASING LTD.~~

By


Name: J.P. Rogner
Title: Proxy C

MEESPIERSON, N.V., as Agent

By


Name: H.J.H. ZEEUWEN
Title: PROXY G



The undersigned, Karel Frederik Maria Berger, civil law notary, officiating in Rotterdam, The Netherlands, hereby certifies that the signatures appearing on the attached document are the true and genuine signatures of:

1. Mr Hendrikus Johannes Hubertus Zeeuwen, residing in (2587 PJ) The Hague, The Netherlands, Groningsestraat 355, born in Eindhoven, The Netherlands, on August 16, 1943, of Dutch nationality identified by means of his passport with number C084634; and
2. Mr Jan Pieter Rogaar, residing in (1075 CB) Amsterdam, The Netherlands, Saxen Weimarlaan 16hs, born in Amsterdam, The Netherlands, on August 14, 1964, of Dutch nationality, identified by means of a passport with number H763124;

According to the information filed with the Trade Register of the Chamber of Commerce and Industry in Amsterdam, The Netherlands, provided to the undersigned today, Hendrikus Johannes Hubertus Zeeuwen and Jan Pieter Rogaar are respectively proxy G and C of the public company: **MeesPierson N.V.**, established in Amsterdam, The Netherlands, and having a branch office in Rotterdam, and as such fully entitled to represent the said company jointly and to sign the attached document on behalf of the said company.

Rotterdam, The Netherlands, November 29, 1996.



EXHIBIT 1

TO THE SECURITY DOCUMENTS SUPPLEMENT, DATED AS OF DECEMBER 2, 1996, BETWEEN DJJ LEASING LTD. AND MEESPIERSON, N.V., AS AGENT

ELIGIBLE EQUIPMENT/ELIGIBLE LEASES

Rptg Mark	Car Numbers	AAR Desg.	Contract	Effective Date
CHTT	28600 through 286099 (inclusive)	G519	Union Pacific Railroad Company	October 11, 1996

OTHER COLLATERAL