

RECORDATION NO. 21874-A FILED

AUG 25 '99

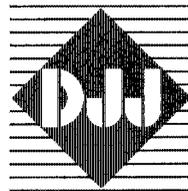
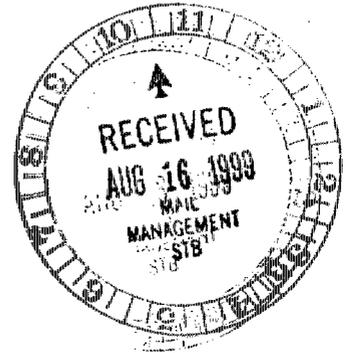
8-30 AM

DJJ Transportation Services, Inc.

a subsidiary of

The David J. Joseph Company

August 10, 1999



Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-001

Dear Mr. Williams:

Enclosed are an original and one copy of the Memorandum of Amendment No. 1 to The Railroad Equipment Lease dated July 8, 1999 between the following parties:

Lessee: TXI Operations, L. P.
1341 West Mockingbird Lane
Dallas, TX 75247

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

Please see the Exhibit A set forth in this document for the Equipment involved in this transaction. Please file this document as a secondary document. The Memorandum of Lease connected to this Amendment is filed under Recordation Number 21874. The \$26.00 fee is included in check number 467703.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosure

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**MEMORANDUM OF
AMENDMENT NO. 1 TO
THE RAILROAD EQUIPMENT LEASE**



This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 8th day of July, 1999, is intended to evidence the amendment dated as of July 8, 1999 (the "Amendment No. 1"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **TXI OPERATIONS, L.P.**, a limited partnership ("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 sixty (60) 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.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") dated November 12, 1998, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on December 14, 1998 with Recordation No. 21874. This Memorandum of Amendment No. 1 should receive Recordation No. 21874-A.

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

DJJ TRANSPORTATION SERVICES, INC.

TXI OPERATIONS, L.P.

By: *Paul E. Loebig*

By: *Mel G. Brekhus*

Name: Paul E. Loebig

Name: Mel G. Brekhus

Title: Vice President

Title: Executive Vice President

Date: July 8, 1999

Date: 7-27-99

EXHIBIT A

To the Memorandum of Amendment No. 1 dated July 8, 1999, between DJJ Transportation Services, Inc. and TXI Operations, L.P.

DESCRIPTION OF UNITS

Sixty (60) railcars bearing reporting marks as follows:

DJTX 51100 – 51159, inclusive.



CERTIFICATE

The undersigned, Shelley Bacon 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.



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