

RECORDATION NO. 21948 FILED A

FEB 2 '99

1-15 PM

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

January 26, 1999

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

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Lease Agreement Amendment No.1 dated January 12, 1999 between the following parties:

Lessee: Ohio Central Railroad Services, Inc.
136 South 5th Street
Coshocton, Ohio 43812

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 Memorandum of Lease Agreement Amendment No. 1 as a secondary document. The lease in which this document is connected is filed under Recordation No. 21948. The \$26.00 fee is included in check number 454878.

Sincerely,

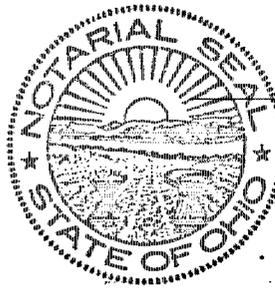
THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosure

CERTIFICATE

The undersigned, Shelley B. 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
SHelley BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

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

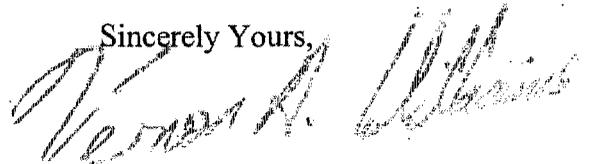
OFFICE OF THE SECRETARY

Shelley B. Bacon
Djj Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/2/99 at 1:15 PM, and
assigned recordation numbers (s): 21465- A and 21948- A.

Sincerely Yours,

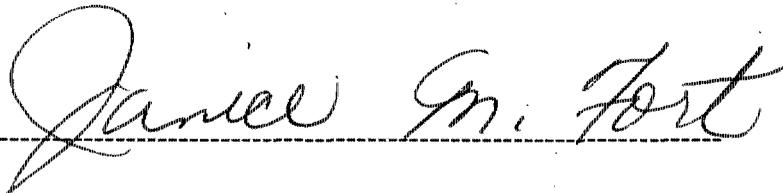


Vernon A. Williams

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. 21948-A FILED

**MEMORANDUM OF
AMENDMENT NO. 1 TO SCHEDULE NO. 001
TO THE RAILROAD EQUIPMENT MASTER LEASE**

FEB 2 '99

1-15 PM

This **MEMORANDUM OF AMENDMENT NO. 1 TO SCHEDULE NO. 001 TO THE RAILROAD EQUIPMENT MASTER LEASE** ("Memorandum of Amendment No. 1") entered into this 12th day of January, 1999, is intended to evidence the amendment dated as of January 12, 1999 (the "Amendment No. 1"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **OHIO CENTRAL RAILROAD**, an Ohio 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 forty-five (45) 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 Master Lease (the "Memorandum of Lease") dated December 15, 1998, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on January 8, 1999 with Recordation No. 21948. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 21948-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.

OHIO CENTRAL RAILROAD

By: *Paul E. Loebig*

By: *William A. Strawn II*

Name: Paul E. Loebig

Name: William A. Strawn II

Title: Vice President

Title: President

Date: January 12, 1999

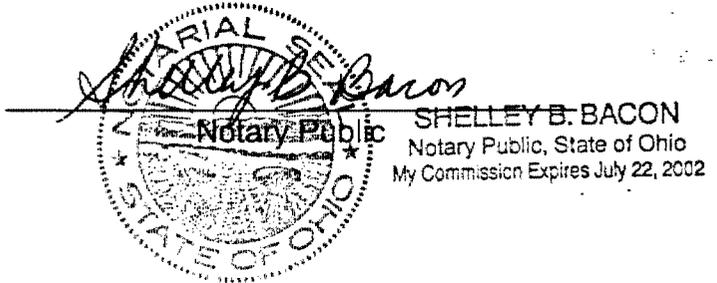
Date: 1-18-99

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 12th day of January, 1999, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

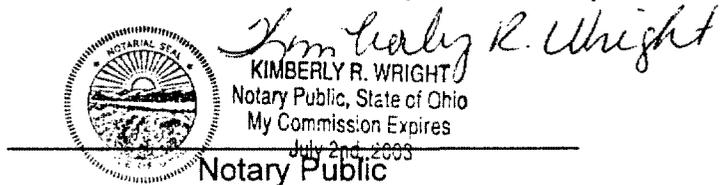
My Commission expires:

July 22, 2002



STATE OF _____)
)
COUNTY OF _____) SS:

The foregoing instrument was acknowledged before me this 18TH day of January, 1999, by William A. Strawn II, the President of Ohio Central Railroad, an Ohio corporation, on behalf of the corporation.



My Commission expires:

July 2, 2003

EXHIBIT A

To the Memorandum of Amendment No. 1 dated January 12, 1999, between DJJ Transportation Services, Inc. and Ohio Central Railroad.

DESCRIPTION OF UNITS

Forty-five (45) railcars bearing reporting marks as follows:

OHCR 6001 - 6045, inclusive.