



RECORDATION NO. 17449-B FILED

OCT 15 '97

10-18 AM

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

October 8, 1997

OCT 15 10 18 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

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 Amendment to Equipment Lease dated as of September 8, 1997 between the following parties:

Lessee DJJ Transportation Services, Inc
300 Pike Street
Cincinnati, OH 45202

Lessor RailTex, Inc
4040 Broadway, Suite 200
San Antonio, TX 78209

Please see Exhibit A as set forth in the document for the Equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No 17449 and a subsequent amendment is recorded under Recordation No 17449-A

Please file this agreement as a secondary document The amount of 24 00 is included in the enclosed check

Sincerely,

THE DAVID J JOSEPH COMPANY

Shelley B Bacon
Contract Assistant

Enclosures

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

OFFICE OF THE SECRETARY

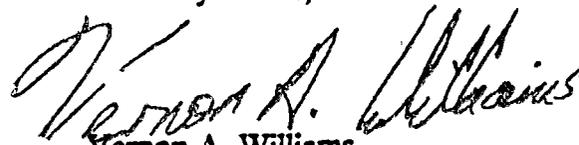
Shelley B. BACON
DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202-4214

DATE: 10/15/97

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 10/15/97 at 10:18AM, and
assigned recordation number(s). 17449-B and 20937.

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 48.00 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



AMENDMENT NO. 2
TO
RAILROAD EQUIPMENT LEASE

OCT 15 '97

10-18 AM

This second amendment to the Railroad Equipment Lease ("Amendment No. 2") is entered into this 8th day of September, 1997, by and between **DJJ Transportation Services, Inc.** ("Lessor"), a subsidiary of The David J Joseph Company, and **RailTex, Inc.** ("Lessee"), amending that certain Railroad Equipment Lease (the "Lease") dated June 12, 1991, by and between Lessor and Lessee.

WHEREAS, the Lease was duly filed for recordation with the Surface Transportation Board ("STB"), formerly the Interstate Commerce Commission ("ICC"), on July 23, 1991, with Recordation No. 17449, and the subsequent Railroad Equipment Lease Amendment was filed with the ICC on July 11, 1994, and given ICC Recordation No. 17449-A, covering the twenty-five (25) railcars which are attached hereto as Exhibit A and subject to the Lease (the "Cars").

WHEREAS, the parties desire to amend the Lease and Amendment No. 1 to extend the Lease expiration date from June 30, 1997 to three (3) years from the date this Amendment No. 2 is signed, for all twenty-five (25) Cars which are subject to the Lease.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease and Amendment No. 1 are amended by extending the Lease expiration date from June 30, 1997 to three (3) years from the date this Amendment No. 2 is signed, for all Cars listed on Exhibit A hereto, which are subject to this Lease. All other terms and conditions of the Lease and Amendment No. 1 remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

Signed and acknowledged
in the presence of:

Kenda M. Pughman
Shelley B. Bacon

LESSOR

DJJ TRANSPORTATION SERVICES, INC.

BY: James H. Goetz

NAME: James H. Goetz

TITLE: Vice President

DATE: September 8, 1997

Signed and acknowledged
in the presence of:

DeDe West
Susan Fox

LESSEE

RAILTEX, INC.

BY: Laura D. Davies

NAME: Laura D. Davies

TITLE: CFO & VP

DATE: 9-29-97

STATE OF OHIO)
)
COUNTY OF HAMILTON) **SS:**

The foregoing instrument was acknowledged before me this 8th day of September 1997, 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 TEXAS)
)
COUNTY OF BEXAR) **SS:**

The foregoing instrument was acknowledged before me this 29th day of September, 1997, by LAURA D. DAVIES, the CFO & VP of RailTex, Inc., a Texas corporation, on behalf of the corporation.

D. J. Wiest
Notary Public

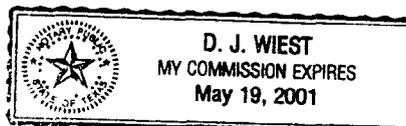


EXHIBIT A

DESCRIPTION OF EQUIPMENT

Twenty-five (25), 100-ton, open top hopper railcars (ballast cars) built in 1966 and 1967 by Gunderson and bearing the following reporting marks:

TRAX 1300
TRAX 1302
TRAX 1303
TRAX 1304
TRAX 1308
TRAX 1313
TRAX 1314
TRAX 1316
TRAX 1318
TRAX 1322
TRAX 1329
TRAX 1333
TRAX 1336
TRAX 1339
TRAX 1344
TRAX 1350
TRAX 1353
TRAX 1355
TRAX 1356
TRAX 1357
TRAX 1362
TRAX 1363
TRAX 1364
TRAX 1365
TRAX 1371

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