

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

RECORDATION NO. 21558-B FILED

AUG 13 '03

2-56 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

August 13, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Amendment to Memorandum of Lease Agreement, a secondary document, dated as of January 22, 2001. The primary document to which this is connected is recorded under Recordation No. 21558. We request that one copy of this document be recorded under Recordation No. 21558-B.

The names and addresses of the parties to the Amendment to Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

Mississippi & Tennessee Railnet
2350 Airport Freeway, Suite 230
Bedford, TX 76022

A description of the equipment covered by the Amendment to Memorandum of Lease Agreement consists of terminating the lease of two GP-9 locomotives numbered MT 9004 and 9005 (formerly numbered MSRC 9004 and 9005, respectively), and adding to the lease one GP-20 locomotive numbered MT 5001 (formerly numbered NKCR 5001).

lgsamtr.06

BALL JANIK LLP

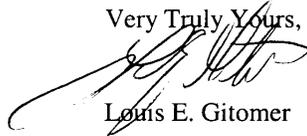
Honorable Vernon A. Williams
August 13, 2003
Page 2

A fee of \$30.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Amendment to Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Mississippi & Tennessee Railnet, 2350 Airport Freeway, Suite 230, Bedford, TX 76022, covering terminating the lease of two GP-9 locomotives numbered MT 9004 and 9005 (formerly numbered MSRC 9004 and 9005, respectively), and adding to the lease one GP-20 locomotive numbered MT 5001 (formerly numbered NKCR 5001).

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 21558-B FILED

AUG 13 '05

2-56 PM

SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT

dated as of January 22, 2001

between

MISSISSIPPI & TENNESSEE RAILNET, INC.

as Lessee,

and

LASALLE NATIONAL LEASING CORPORATION

as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on _____, 2001 at __:__.m.**

AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT

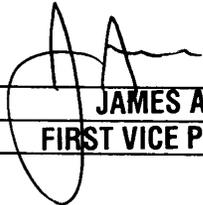
THIS AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 22, 2001, retroactively effective as of May 1, 2000, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor"), and MISSISSIPPI & TENNESSEE RAILNET, INC. ("Lessee"), with reference to the following:

1. Lessor and Lessee have heretofore entered into that certain Memorandum of Lease Agreement dated as of August 1, 1998 (the "Memorandum of Lease Agreement") pertaining to the locomotives described therein (the "Locomotives") leased pursuant to the Lease (as such term is defined therein). The Memorandum of Lease Agreement has been filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on August 7, 1998.
2. Lessor and Lessee have agreed to terminate the Lease with respect to two (2) Model EMD GP9 locomotives bearing reporting marks MT 9004 (formerly known as MSRC9004) and MT 9005 (formerly known as MSRC9005) (the "Exchanged Locomotives"), and Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, one (1) Model EMD GP 20 locomotive bearing reporting mark MT 5001 (formerly known as NKCR5001) (the "Replacement Locomotive").
3. The Exchanged Locomotives are more fully described in that certain Equipment Lease Agreement dated as of July 31, 1998 (the "Equipment Lease Agreement"), and Equipment Schedule No. 1 thereto, incorporating the terms thereof and dated as of August 1, 1998 ("Equipment Schedule No. 1"), each between Lessor and Lessee. Equipment Schedule No. 1 is terminated solely with respect to the Exchanged Locomotives.
4. The Replacement Locomotive is more fully described in that Equipment Schedule No. 2 dated as of May 1, 2000, incorporating the terms of the Equipment Lease Agreement (together with all of the riders, schedules and other attachments thereto, collectively, the "Replacement Locomotive Lease"), between Lessor and Lessee.
5. The Replacement Locomotive Lease with respect to the Replacement Locomotive shall be effective as of the date hereof and shall be subject to the terms specified in the Lease.

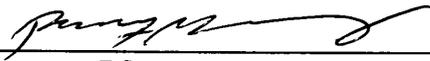
This Amendment to Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Amendment to Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Amendment to Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By: 
Name: JAMES A. VLK
Title: FIRST VICE PRESIDENT

MISSISSIPPI & TENNESSEE RAILNET, INC.

By: 
Name: ROBERT F. MCKENNEY
Title: CHAIRMAN & CEO

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 12 day of August, 2001³, before me appeared James A. Vlk,
the person who signed this instrument, who acknowledged that (s)he is the First Vice President
of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed
such instrument as a free act on behalf of said corporation.

[Seal] **DANA L. WELKER**
NOTARY PUBLIC
BALTIMORE COUNTY

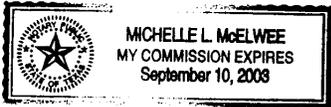
Dana L. Welker
Notary Public

My commission expires:

November 12, 2003

STATE OF Texas)
) ss.
COUNTY OF _____)

On this 26 day of JANUARY, 2001 before me appeared Robert F. Mckenney
the person who signed this instrument, who acknowledged that the is the Chairman and Chief Executive
Officer of MISSISSIPPI & TENNESSEE RAILNET, INC. and that, being duly authorized, he signed
such instrument as a free act on behalf of said corporation.

[Seal]  **MICHELLE L. McELWEE**
MY COMMISSION EXPIRES
September 10, 2008

Michelle L. McElwee
Notary Public

My commission expires:

9/10, 03