RECORDATION NO. 20422-A FILED

JUL 29 '05 12-10 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 29, 2005

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 Memorandum of Amendment No. 4 to the Railroad Equipment Lease, dated as of July 28, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease Agreement previously filed with the Board under Recordation Number 20422.

The name and address of the party to the enclosed document are:

Lessor: Joseph Leasing Ltd.
(formerly DJJ Leasing, Ltd.)
300 Pike Street
Cincinnati, Ohio 45202

[Lessee: Tazewell & Peoria Railroad, Inc.
66 Field Point Road
Greenwich, Connecticut 06830]

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

100 gondola railcars: TZPR 9100 - TZPR 9199.

A short summary of the document to appear in the index is:

Memorandum of Amendment No. 4 to the Railroad Equipment Lease.

Also enclosed is a check in the amount of $33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF AMENDMENT NO. 4 TO RAILROAD EQUIPMENT LEASE

This **MEMORANDUM OF AMENDMENT NO. 4 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 4") entered into this 28th day of July, 2005, is intended to evidence the amendment dated as of February 2, 2005 (the "Amendment No. 4"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), and **TAZEWELL & PEORIA RAILROAD,** a Delaware 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 one hundred (100) 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") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") with Recordation No. 20422. This Memorandum of Lease Amendment No. 4 should receive Recordation No. 20422-A.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has executed this Memorandum of Amendment No. 4 on the date indicated below its signature.

JOSEPH LEASING LTD.

By: Angela D. Watts

Name: Angela D. Watts

Title: Secretary

Date: July 28, 2005

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

The foregoing instrument was acknowledged before me this 28th day of July, 2005, by Angela D. Watts, the Secretary of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

Notary Public

My Commission expires:

February 20, 2006

NOTARY PUBLIC STATE OF OHIO

BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

EXHIBIT A

To the Memorandum of Amendment No. 4 dated July 28, 2005, between Joseph Leasing Ltd. and Tazewell and Peoria Railroad.

DESCRIPTION OF UNITS

One hundred (100) railcars bearing reporting marks:

TZPR 9100 - 9199

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/29/05

Robert W. Alvord