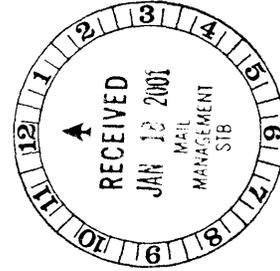




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



15 January 2000

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 21396-A FILED

JAN 25 '01 10-09 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, two (2) originals of the Memorandum of Amendment dated as of August 22, 2000, between the following parties:

- Lessee: Willamette Industries, Inc.
1300 SW Fifth Avenue, Suite 3800
Portland, OR 97201
- Lessor: Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (50) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment dated August 22, 2000 related to fifty (50) railcars bearing reporting marks FCEN 96500-96549, inclusive.

Please file this as a secondary document under the Recordation Number 21396-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 21396.

The filing fee for this document in the amount of \$26.00, is included in the enclosed check #13910. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

Barb Brzezicki
Documentation Coordinator

Enclosures



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



23, January 2001

RECORDATION NO. 21396-A FILED

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

JAN 23 01 10-09 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Per our conversation on Friday, January 19th, enclosed is a check for \$2.00 for the two documents recently sent for filing.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

Barb Brzezicki
Documentation Assistant

Enclosures

RECORDATION NO. 21396-A FILED

JAN 25 '01 10-09 AM

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

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT** ("Memorandum of Amendment No. 1") entered into this 22nd day of August, 2000, is intended to evidence the amendment dated as of August 22, 2000 (the "Amendment No. 1"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation (formerly known as DJJ Leasing Ltd.) ("Lessor"), and **WILLAMETTE INDUSTRIES, INC.**, An Oregon 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 fifty (50) 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") dated March 23, 1998, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on May 12, 1998 with Recordation No. 21396. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 21396-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

WILLAMETTE INDUSTRIES, INC.

By: 

By: 

Name: Paul E. Loebig

Name: John D. LeFors

Title: Vice President, Treasurer

Title: Vice President

Date: August 22, 2000

Date: October 27, 2000

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 22nd day of August, 2000, by Paul E. Loebig, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the company.

Julie M Woodard

Notary Public

My Commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF Oregon)
)
COUNTY OF Multnomah) SS:

The foregoing instrument was acknowledged before me this 27 day of ~~August~~ ^{October} ~~August~~, 2000, by John D. LeFors, the Vice President of Willamette Industries, Inc., an Oregon corporation, on behalf of the corporation.

Debbie Timpani

Notary Public

My Commission expires:

October 27, 2002

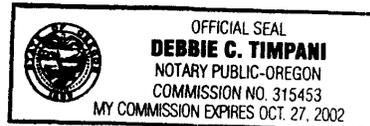


EXHIBIT A

To the Memorandum of Amendment No. 1 dated August 22, 2000, between Joseph Transportation Services, Inc. and Willamette Industries, Inc.

DESCRIPTION OF UNITS

Fifty (50) Railcars bearing reporting marks as follows: FCEN 96500-96549