

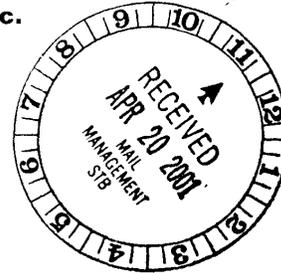


Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

RECORDATION NUMBER 22807-A FILED

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SURFACE TRANSPORTATION BOARD



16 April 2001

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

Dear Ms. Stokes:

Please find enclosed, two (2) originals of the Memorandum of Amendment dated as of February 22, 2001, between the following parties:

Lessee: Land O' Lakes Farmland Feed, LLC
(formerly Land O' Lakes, Inc.)
2827 8th Avenue South
Ft. Dodge, IA 50501

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, (13) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment dated February 22, 2001 related to thirteen (13) railcars bearing reporting marks DJTX 71300 and DJTX 71302-71313, inclusive.

Please file this as a secondary document under the Recordation Number 22807-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 22807.

The filing fee for this document in the amount of \$28.00, is included in the enclosed check #15058. 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

RECORDATION NO. 22807-A FILED

MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE

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SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE ("Memorandum of Amendment No. 1") entered into this 22nd day of February, 2001, is intended to evidence the amendment dated as of ~~January 17~~ ^{February 17}, 2001 (the "Amendment No. 1"), between JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and LAND O'LAKES FARMLAND FEED, LLC, a _____ limited liability company ("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 thirteen (13) 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 February 16, 2000, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on March 15, 2000 with Recordation No. 22807. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 22807-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.

JOSEPH TRANSPORTATION
SERVICES, INC.

LAND O'LAKES FARMLAND FEED, LLC

By: K.J. Purcell

By: John W. Swanson

Name: Kevin S. Purcell

Name: John W. Swanson

Title: Vice President

Title: VP Feed Operations

Date: February 22, 2001

Date: 3/13/01

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 22nd day of February, 2001, by KEVIN J. PURCELL, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Linda M. Baughman
Notary Public

My Commission expires: 7/22/2002
 LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF Iowa)
) SS:
COUNTY OF Webster)

The foregoing instrument was acknowledged before me this 13 day of March, 2001, by John W Swanson the VP Feed Operations of Land O'Lakes Farmland Feed, LLC, a Delaware limited liability company, on behalf of the company.

Janne Moore
Notary Public

My Commission expires:

5/31/2001

EXHIBIT A

To the Memorandum of Amendment No. 1 dated January 17, 2001, between Joseph Transportation Services, Inc. and Land O'Lakes Farmland Feed, LLC

DESCRIPTION OF UNITS

Thirteen (13) railcars bearing reporting marks as follows:

DJTX 71300 and DJTX 71302-71313.