



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



August 20, 2001

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

RECORDATION NO. 21874-B FILED

AUG 27 2001 2:45 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and (1) copy of the Amendment to the Memorandum of Railroad Lease Agreement Amendment No. 2 dated as of April 26, 2001, between the following parties:

Lessee: TXI Operations, L.P.
1341 West Mockingbird Lane
Dallas, TX 75247

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (60) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 dated April 26, 2001 related to sixty (60) railcars bearing reporting marks DJTX 51100-51159, inclusive.

Please file this as a secondary document under the Recordation Number 21874-B, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 21874.

The filing fee for this document in the amount of \$28.00, is included in the enclosed check #15732. 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 Brzeziński
Documentation Coordinator

Enclosures

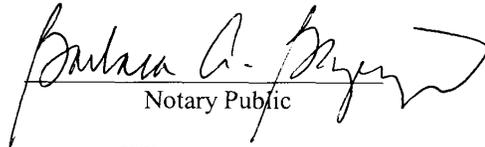
RECORDATION NO. 21874-B FILED

AUG 27 '01 10 45 AM

SURFACE TRANSPORTATION BOARD

CERTIFICATE

The undersigned, Barbara A. Brzezicki notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public



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

RECORDATION NO. 21874-B

**MEMORANDUM OF
AMENDMENT NO. 2 TO
RAILROAD EQUIPMENT LEASE**

APR 26 2001 4 48 PM
SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 26th day of April, 2001, is intended to evidence the amendment dated as of April 26, 2001 (the "Amendment No. 2"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **TXI OPERATIONS, L.P.**, a limited partnership ("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 sixty (60) 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") on December 14, 1998 with Recordation No. 21874. Subsequently, the Memorandum of Amendment No. 1 to the Railroad Equipment Lease was duly filed with the STB on August 25, 1999 with Recordation No. 21874-A. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 21874-B.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

TXI OPERATIONS, L.P.

By TXI OPERATING TRUST, GENERAL PARTNER

By: Lynne C. Rentschler

By: MG Breckhus

Name: Lynne C. Rentschler

Name: Her G. Breckhus

Title: Vice President

Title: PRESIDENT

Date: April 26, 2001

Date: 4-26-01

RECORDED: 21874 R FILED

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

AUG 27 11 45 AM

SURFACE TRANSPORTATION BOARD

The foregoing instrument was acknowledged before me this 26th day of April, 2001, by Lynne C. Rentschler, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Barbara A. Brzezicki
Notary Public

My Commission expires:

February 20, 2006



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

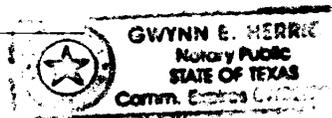
STATE OF TEXAS)
)
COUNTY OF DALLAS)

SS:

The foregoing instrument was acknowledged before me this 26th day of APRIL, 2001, by FELIX G. BECKMUS, the PRESIDENT of TXI OPERATIONS, CP, a limited partnership on behalf of the limited partnership.

Gwynn E. Herring
Notary Public

My Commission expires:



REGISTRATION NO. 21874-B **760**

AUG 27 1995 **12 45 PM**

SURFACE TRANSPORTATION **UNIT**

EXHIBIT A

To the Memorandum of Amendment No. 2 dated April 26, 2001, between Joseph Transportation Services, Inc. and TXI Operations, L.P.

DESCRIPTION OF UNITS

Sixty (60) railcars bearing reporting marks as follows:

DJTX 51100-51159, inclusive