

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

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

OF COUNSEL  
URBAN A. LESTER

September 19, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 23100 FILED  
SEP 21 '00 2-21 PM  
TS  
SURFACE TRANSPORTATION BOARD

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. 1 to Railroad Equipment Lease, dated as of June 9, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

|         |  |
|---------|--|
| Lessee: | Joseph Transportation, Inc.<br>300 Pike Street<br>Cincinnati, OH 45202 |
| Lessor: | Joseph Leasing Ltd.<br>300 Pike Street<br>Cincinnati, OH 45202         |

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

95 railcars within the series DJJX 9701 - DJJX 9804 and JTIX 9050

Mr. Vernon A. Williams  
September 19, 2000  
Page Two

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

Memorandum of Amendment No. 1 to Equipment Lease between Joseph Leasing, Ltd., Lessor, and Joseph Transportation, Inc., Lessee, covering 95 railcars within the series DJJX 9701 - DJJX 9804 and JTIX 9050.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

SEP 21 '00 2-21 PM

MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF AMENDMENT NO. 1 TO RAILROAD EQUIPMENT LEASE AGREEMENT ("Memorandum of Amendment No. 1") entered into this \_\_\_ day of June, 2000, is intended to evidence Amendment No. 1 dated as of June 7, 2000 ("Amendment No. 1"), between JOSEPH LEASING LTD. (formerly DJJ LEASING LTD.), an Ohio limited liability company ("Joseph Leasing"), and JOSEPH TRANSPORTATION, INC. (FORMERLY THE DAVID J. JOSEPH COMPANY, TRANSPORTATION SERVICES DIVISION), a Delaware corporation ("Joseph Transportation"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301.

WHEREAS, this Memorandum of Amendment No. 1 is being filed by the parties to delete eleven (11) Units from the Lease Agreement, and to add one (1) Unit to the Lease Agreement between Joseph Leasing and Joseph Transportation (the "Agreement") dated February 17, 1999 by deleting Exhibit A and replacing it with Exhibit A-1 attached hereto.

Joseph Transportation has the right to use the ninety-five (95) Units and is renting from Joseph all the Units at the rentals and upon the terms and conditions provided in the Agreement.

IN WITNESS WHEREOF, Joseph Leasing and Joseph Transportation, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

JOSEPH LEASING LTD.

By: [Signature]

Name: Douglas F. McMillan

Title: President

Date: June 9, 2000

JOSEPH TRANSPORTATION, INC.

By: [Signature]

Name: Ken W. Miller

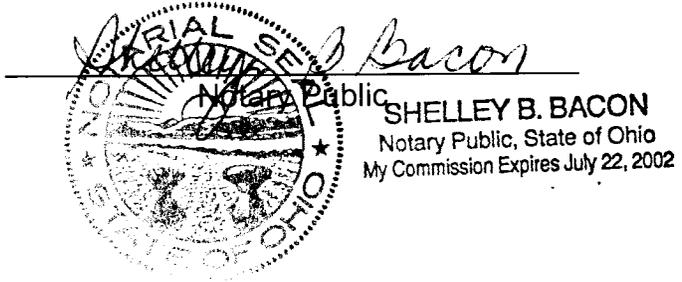
Title: Executive Vice President

Date: June 9, 2000

STATE OF OHIO            )  
  )  
COUNTY OF HAMILTON )       SS:

The foregoing instrument was acknowledged before me this 9th day of June, 2000, by Douglas F. McMillan, the President of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

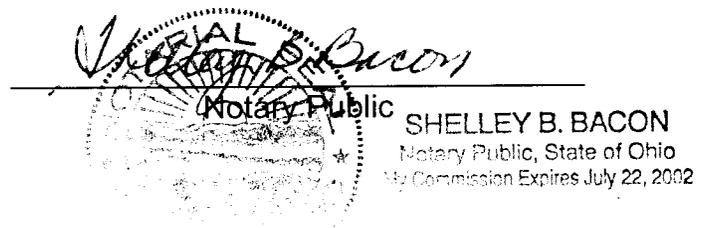
My Commission expires:  
July 22, 2002



STATE OF OHIO            )  
  )  
COUNTY OF HAMILTON )       SS:

The foregoing instrument was acknowledged before me this 9th day of June, 2000, by Ken W. Miller, the Executive Vice President of Joseph Transportation, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:  
July 22, 2002



## EXHIBIT A-1

To the Memorandum of Amendment No. 1 dated June 9, 2000, between Joseph Leasing Ltd. and Joseph Transportation, Inc..

### DESCRIPTION OF UNITS

Ninety-five railcars bearing the marks as follows:

|      |      |      |      |      |      |
|------|------|------|------|------|------|
| DJJX | 9701 | DJJX | 9736 | DJJX | 9769 |
| DJJX | 9702 | DJJX | 9737 | DJJX | 9770 |
| DJJX | 9703 | DJJX | 9738 | DJJX | 9771 |
| DJJX | 9704 | DJJX | 9739 | DJJX | 9772 |
| DJJX | 9707 | DJJX | 9740 | DJJX | 9773 |
| DJJX | 9708 | DJJX | 9741 | DJJX | 9774 |
| DJJX | 9709 | DJJX | 9742 | DJJX | 9776 |
| DJJX | 9710 | DJJX | 9743 | DJJX | 9777 |
| DJJX | 9711 | DJJX | 9744 | DJJX | 9778 |
| DJJX | 9712 | DJJX | 9745 | DJJX | 9779 |
| DJJX | 9713 | DJJX | 9746 | DJJX | 9780 |
| DJJX | 9714 | DJJX | 9748 | DJJX | 9781 |
| DJJX | 9715 | DJJX | 9749 | DJJX | 9782 |
| DJJX | 9718 | DJJX | 9750 | DJJX | 9784 |
| DJJX | 9719 | DJJX | 9751 | DJJX | 9785 |
| DJJX | 9720 | DJJX | 9752 | DJJX | 9786 |
| DJJX | 9721 | DJJX | 9753 | DJJX | 9787 |
| DJJX | 9722 | DJJX | 9754 | DJJX | 9788 |
| DJJX | 9723 | DJJX | 9755 | DJJX | 9790 |
| DJJX | 9724 | DJJX | 9756 | DJJX | 9791 |
| DJJX | 9725 | DJJX | 9757 | DJJX | 9792 |
| DJJX | 9726 | DJJX | 9758 | DJJX | 9793 |
| DJJX | 9727 | DJJX | 9759 | DJJX | 9794 |
| DJJX | 9728 | DJJX | 9760 | DJJX | 9795 |
| DJJX | 9729 | DJJX | 9761 | DJJX | 9796 |
| DJJX | 9730 | DJJX | 9762 | DJJX | 9799 |
| DJJX | 9731 | DJJX | 9763 | DJJX | 9800 |
| DJJX | 9732 | DJJX | 9764 | DJJX | 9801 |
| DJJX | 9733 | DJJX | 9765 | DJJX | 9802 |
| DJJX | 9734 | DJJX | 9766 | DJJX | 9803 |
| DJJX | 9735 | DJJX | 9767 | DJJX | 9804 |
|      |      | DJJX | 9768 | JTIX | 9050 |