



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



November 13, 2001

23822

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

JAN 14 '02 12-34 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Amendment No. 1 to Railroad Equipment Lease dated as of June 29, 2001, between the following parties:

Lessee: Allied Enterprises, Inc.
107 North Commercial
Springdale, AR 72764

Lessor: Joseph Leasing Ltd.
300 Pike Street
Cincinnati, OH 45202

Please see the Amendment No. 1 for the equipment, five (5) railcars, involved in this transaction.

This filing is to appear in the index as follows: Amendment No. 1 to Railroad Equipment Lease dated as of June 29, 2001 related to five (5) railcars bearing reporting marks AM 96234, 96260, 96477, 96486 and 96494.

Please file this as a primary document. The filing fee for this document in the amount of \$28.00, is included on check #16927. 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. 4239.

Sincerely,

Joseph Transportation Services, Inc.

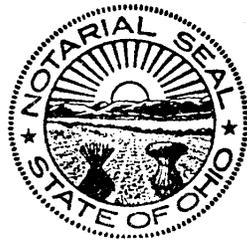
Julie M. Woodard
Documentation Coordinator

Enclosures

CERTIFICATE

The undersigned, Julie M. Woodard, 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.

Julie M. Woodard
Notary Public



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

NOTARY PUBLIC, STATE OF OHIO

JULIE M. WOODARD

My Commission Expires Sept. 24, 2002

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

This Amendment No. 1 to Railroad Equipment Lease ("Amendment No. 1"), is entered into this 29th day of June, 2001, by and between **JOSEPH LEASING LTD.** ("Lessor"), **JOSEPH TRANSPORTATION SERVICES, INC.** ("Manager") and **ALLIED ENTERPRISES, INC.** ("Lessee"), amending that certain Railroad Equipment Lease dated December 21, 2000 (hereinafter referred to as the "Lease") by and between Lessor and Lessee.

WHEREAS, the parties desire to amend the Lease by adding five (5) railcars.

WHEREAS, the parties desire to extend the term of the Lease after the Expiration Date for the Units to a month to month term, cancelable by Lessor or Lessee with thirty (30) days written notice.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Lease is amended to reflect that the actual quantity of Units, which are the subject of the Lease, shall increase from twenty (20) Units to twenty-five (25) Units. The five (5) additional Units shall bear reporting marks: AM 96234, 96260, 96477, 96486, and 96494, and shall be subject to the terms and conditions of the Lease as of the date that such Units are delivered to Lessee on its lines and accepted by Lessee as set forth in Section 4 of the Lease.
2. The Expiration Date shall remain September 30, 2001.
3. Section 2 of the Lease is amended by inserting the following after the last sentence of Section 2:

"Upon the Expiration Date, this Lease will continue on a month-to-month basis, in accordance with its terms until canceled by either party upon thirty (30) days written notice to the other party (the "Cancellation Date")."

4. All other terms and conditions of the Lease remain unchanged and in full force and effect.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Amendment No. 1 to be executed as of the day and year first above written.

Signed and acknowledged in the presence of:

Julie M. Woodard

LESSOR/MANAGER

JOSEPH LEASING LTD. for itself as Lessor and on behalf of JOSEPH TRANSPORTATION SERVICES, INC. as Manager

BY: [Signature]

NAME: Kenneth W. Miller, Jr.

TITLE: Executive Vice President

DATE: 7/10/01

BY: _____

NAME: _____

TITLE: _____

DATE: _____

Signed and acknowledged in the presence of:

STEVEN HENDRICKS

LESSEE

ALLIED ENTERPRISES, INC.

BY: [Signature]

NAME: LARRY BOUCHET

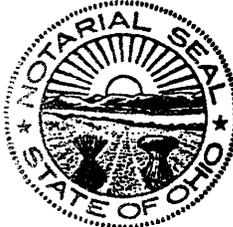
TITLE: PRESIDENT

DATE: 7/2/01

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

The foregoing instrument was acknowledged before me this ¹⁰ ~~28~~ day of ~~June~~ ^{July}, 2001, by Kenneth W. Miller the Executive Vice President and by _____, the _____ of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

Julie M. Woodard
Notary Public



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

STATE OF ARKANSAS)
)
) SS:
COUNTY OF Washington)

The foregoing instrument was acknowledged before me this 2nd day of July, 2001, by Harry Bouchet the President, Allied Enterprises, Inc., an Arkansas corporation, on behalf of the corporation.

Dana D. Williams 3-31-2008
Notary Public

