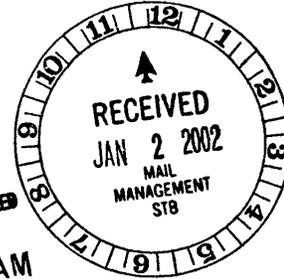




**Joseph Transportation Services, Inc.**  
a subsidiary of Joseph Transportation



RECORDATION NO. 23829 FILED

JAN 16 '02

10-07 AM

SURFACE TRANSPORTATION BOARD

October 16, 2001

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

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of September 10, 2001 between the following parties:

Lessee: West Tennessee Railroad  
11 East Church Street  
Sea Bright, NJ 07760

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

The equipment, (25) railcars, involved in this transaction bear reporting marks TKEN 9979 - 10003.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease dated September 10, 2001 related to twenty-five (25) railcars bearing reporting marks TKEN 9979 - 10003, inclusive.

Please file this agreement as a primary document. The amount of \$28.00 is included on Check # 16866 for the filing fees for this document. 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.

Sincerely,

Joseph Transportation Services, Inc.

*Julie M. Woodard*  
Julie M. Woodard  
Documentation Coordinator

Enclosures

RECORDATION NO. 23829 FILED

JAN 16 '02

10-07 AM

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

**SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT** ("Memorandum of Amendment No. 2") entered into this 10<sup>th</sup> day of September, 2001, is intended to evidence the amendment dated as of September 10, 2001 (the "Amendment No. 2"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company (formerly known as DJJ Leasing Ltd.) ("Lessor"), and **WEST TENNESSEE RAILROAD**, a Delaware 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 twenty-five (25) 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 May 1, 1999, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on December 29, 1999 with Recordation No. 22686 and a subsequent Amendment No. 1 was duly filed with the STB on \_\_\_\_\_ with Recordation No. 22686-A. This Memorandum of Lease Amendment No. 2 should receive Recordation No. ~~22686-B~~.

**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 LEASING LTD.**

By: *Robert Gieryn*

Name: Robert Gieryn

Title: Chief Financial Officer

Date: September 10, 2001

**WEST TENNESSEE RAILROAD**

By: *Bruce Hohorst*

Name: Bruce Hohorst

Title: President

Date: 9/19/01

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON ) SS:

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of September, 2001, by Robert Gieryn, the Chief Financial Officer of Joseph Leasing Ltd., an Ohio limited liability company, 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 NEW JERSEY )  
 )  
COUNTY OF MONMOUTH ) SS:

The foregoing instrument was acknowledged before me this 19 day of Sept, 2001, by Bruce Hohorst, the President of West Tennessee Railroad, a Delaware corporation, on behalf of the corporation.

*[Signature]*  
Notary Public

My Commission expires:

DZINTRA L. BRUSH  
Notary Public of New Jersey  
My Commission Expires March 31, 2004

**EXHIBIT A**

To the Memorandum of Amendment No. 2 dated September 10, 2001, between Joseph Leasing Ltd. and West Tennessee Railroad.

**DESCRIPTION OF UNITS**

Twenty-five (25) railcars bearing reporting marks as follows:

TKEN 9979-10003, inclusive.