



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

November 25, 2002

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO 21461-A FILED
DEC 03 '02 10-14AM



Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of November 11, 2002, between the following parties:

Lessee: Peoria & Pekin Union Railway Company
101 Wesley Road
Creve Couver, IL 61610

Lessor: Joseph Transportation Services, Inc.
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: Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of November 11, 2002 related to five (5) railcars bearing reporting marks PPU 100000, 100004, 100005, 100006 and 100009.

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 21461. The filing fee for this document in the amount of \$30.00, is included on check #20468. 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

RECORDATION NO.

21461-A
FILED

DEC 03 2002

10-14AM

MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE ("Memorandum of Amendment No. 1") entered into this 11th day of November, 2002, is intended to evidence the amendment dated as of November 7, 2002 (the "Amendment No. 1"), between JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and PEORIA & PEKIN UNION RAILWAY COMPANY, an Illinois 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 five (5) 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 June 9, 1998, with Recordation No. 21461. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 21461-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.

LESSOR

JOSEPH TRANSPORTATION SERVICES, INC.

By: Paul A. Justus

Title: President

Date: November 11, 2002

LESSEE

PEORIA & PEKIN UNION RAILWAY COMPANY

By: Paul B. Feltenstein

Title: PRESIDENT

Date: NOVEMBER 12, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 11th day of November, 2002, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Illinois)
) SS:
COUNTY OF Tazewell)

The foregoing instrument was acknowledged before me this 12th day of Nov., 2002, by Paul D. Kellenstein, President of Peoria & Pekin Union Railroad Company, an Illinois corporation, on behalf of the corporation.

Catherine B. Ripper
Notary Public

OFFICIAL SEAL
Catherine B. Ripper
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 9-20-2004

EXHIBIT A

To the Memorandum of Amendment No. 1 dated November 11, 2002, between Joseph Transportation Services, Inc. and Peoria & Pekin Union Railway Company.

DESCRIPTION OF UNITS

Five (5) railcars bearing reporting marks as follows:

PPU 100000, PPU 100004, PPU 100005, PPU 100006 and PPU 100009