



**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. 23831-A FILED  
DEC 03 '02 10-50 AM



Dear Mr. Williams:

**SURFACE TRANSPORTATION BOARD**

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 1 to Locomotive Equipment Lease dated as of October 21, 2002, between the following parties:

- Lessee: Big Eagle Rail, LLC  
1 Carbon Center, Suite 200  
Chesapeake, WV 25315
  
- Lessor: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A for the equipment, one (1) locomotive, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Locomotive Equipment Lease dated as of October 21, 2002, related to one (1) locomotive bearing reporting marks JTPX 2012.

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 23831. The filing fee for this document in the amount of \$30.00 is included on check #20422. 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. 23831-A FILED

DEC 03 02 10-50 AM

MEMORANDUM OF  
AMENDMENT NO. 1 TO  
LOCOMOTIVE EQUIPMENT LEASE

SURFACE TRANSPORTATION BOARD

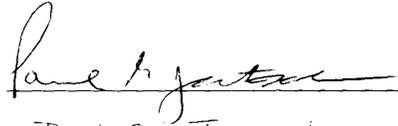
This MEMORANDUM OF AMENDMENT NO. 1 TO LOCOMOTIVE EQUIPMENT LEASE ("Memorandum of Amendment No. 1") entered into this 21<sup>st</sup> day of October, 2002, is intended to evidence Amendment No. 1 to Locomotive Equipment Lease dated as of October 21, 2002 ("Amendment No. 1"), between JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and BIG EAGLE RAIL, LLC, a Virginia limited liability company ("Lessee"), amending that certain Locomotive Equipment Lease dated August 31, 2001 (hereinafter referred to as the "Lease"), by and between Lessor and 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 one (1) locomotive described in Exhibit A attached hereto (the "Unit"). Lessee is renting from Lessor the Unit at the rental and upon the terms and conditions provided in the Lease and Amendment No. 1.

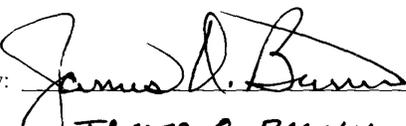
FURTHER, the Memorandum of Locomotive Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on January 16, 2002, with Recordation No. 23831. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 23831-A.

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.

JOSEPH TRANSPORTATION SERVICES, INC.

BIG EAGLE RAIL, LLC

By: 

By: 

Name: Paul G. Jantsch

Name: JAMES O. BUNN

Title: President

Title: MANAGER

Date: October 21, 2002

Date: 11-04-02

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of October, 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.

My Commission expires:

\_\_\_\_\_

STATE OF Virginia )  
 ) SS:  
COUNTY OF Buchanan )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of ~~October~~ <sup>November</sup>, 2002, by James O. Bunn, the Manager of Big Eagle Rail, LLC, a Virginia limited liability company, on behalf of the company.

Karen J. Rowlett  
Notary Public

My Commission expires:

6-30-04

**EXHIBIT A**

To the Memorandum of Amendment No. 1 dated October 21, 2002, between Joseph Transportation Services, Inc. and Big Eagle Rail, LLC.

**DESCRIPTION OF UNITS**

One (1) locomotive bearing reporting mark JTPX 2012