



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

February 4, 2003

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001

RECORDATION NO. 24317 FILED

FEB 05 '03 10:22 AM

SURFACE TRANSPORTATION BOARD

RECEIVED
FEB 5 2003
MAIL
MANAGEMENT
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Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 1 to Locomotive Equipment Lease dated as of January 28, 2003, between the following parties:

Lessee: Respondek Railroad Corporation
1602 County Road, 1950 North
Crossville, IL 62827

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 January 28, 2003, related to one (1) locomotive bearing reporting marks JTPX 1232.

Please file this as a primary document. The filing fee for this document in the amount of \$30.00 is included in the enclosed check. 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

EXHIBIT A

To the Memorandum of Amendment No. 1 dated January 28, 2003, between Joseph Transportation Services, Inc. and Respondek Railroad Corporation.

DESCRIPTION OF UNITS

One (1) locomotive bearing reporting mark JTPX 1232.

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FEB 05 03 11:22 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 28th day of January, 2003, is intended to evidence Amendment No. 1 to Locomotive Equipment Lease dated as of January 28, 2003 ("Amendment No. 1"), between JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and RESPONDEK RAILROAD CORPORATION, an Illinois corporation ("Lessee"), amending that certain Locomotive Equipment Lease dated November 12, 2002 (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.

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. RESPONDEK RAILROAD CORPORATION

By: Paul G. Jantsch

Name: Paul G. Jantsch

Title: President

By: Terry Respondek

Name: Terry Respondek

Title: President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 28th day of January, 2003, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

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 White)

The foregoing instrument was acknowledged before me this 30 day of January 2003, by Derry Respondak, the President of Respondek Railroad Corporation, an Illinois corporation, on behalf of the corporation.

Karen Wagner-Owen
Notary Public

My Commission expires:

9/27/2005

