



RECORDATION NO. 24901-A FILED

APR 19 '04

2-42 PM

SURFACE TRANSPORTATION BOARD

The David J. Joseph Company

April 15, 2004

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Suite 715
Washington, DC 20423-0001



Dear Mr. Williams:

Please find enclosed, two (2) originals of Notice of Change in Company Name to the Memorandum of Railroad Equipment Lease Agreement dated as of March 23, 2004 between the following parties:

Lessee: Consumers Energy Company
212 West Michigan Avenue
Jackson, MI 49201

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the Certificate of Merger for the name change involved in this transaction.

This filing is to appear in the index as follows: Notice of Change in Company Name to the Memorandum of Railroad Equipment Lease Agreement dated March 23, 2004.

Please file this notice as a secondary document under the Recordation number 24901-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 24901.

A check in the amount of \$30.00 is enclosed for the filing fees. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

The David J. Joseph Company


Barbara A. Brzezicki
Contract Administrator

Enclosures

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NOTICE OF CHANGE IN COMPANY NAME SURFACE TRANSPORTATION BOARD

This **NOTICE OF CHANGE IN COMPANY NAME** ("Notice") executed this 15th day of April, 2004, is intended to correct a typographical error ("Error") in the Memorandum of Railroad Equipment Lease Agreement dated March 23, 2004 (the "Memorandum"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **CONSUMERS ENERGY COMPANY**, a Michigan corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. The Memorandum was filed with the Surface Transportation Board on April 6, 2004 and received Recordation No. 24901.

The Error is the signature block of the Memorandum showing "Joseph Transportation Services, Inc." when it should be "The David J. Joseph Company," as evidenced by the Certificate of Merger attached hereto as Exhibit A.

This Notice should receive Recordation No. 24901-A

IN WITNESS WHEREOF, Lessor has executed this Notice on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: *Linda M. Baughman*

Name: Linda M. Baughman

Title: Assistant Secretary

Date: April 15, 2004

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 15th day of April, 2004, by Linda M. Baughman, the Assistant Secretary of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.



Notary Public

My Commission expires:

February 20, 2006



BARBARA A. BRZEICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

EXHIBIT A

CERTIFICATE OF MERGER

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"JOSEPH TRANSPORTATION, INC.", A DELAWARE CORPORATION,

"JOSEPH TRANSPORTATION SERVICES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "THE DAVID J. JOSEPH COMPANY" UNDER THE NAME OF "THE DAVID J. JOSEPH COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF AUGUST, A.D. 2003, AT 8 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2003, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0358901 8100M

AUTHENTICATION: 2588390

030533493

DATE: 08-18-03

**CERTIFICATE OF MERGER OF
JOSEPH TRANSPORTATION, INC. AND JOSEPH TRANSPORTATION SERVICES, INC.
WITH AND INTO
THE DAVID J. JOSEPH COMPANY**

This Certificate of Merger ("Certificate"), is entered into this 30th day of July, 2003, among Joseph Transportation, Inc. ("JTI"), Joseph Transportation Services, Inc. ("JTS"), The David J. Joseph Company ("DJJ"), and SHV North America Corporation ("SHV"), and is being filed pursuant to the Delaware State Code, Title 8, Section 103, to reflect the merger of JTI and JTS, both corporations organized and existing under the laws of the State of Delaware, with and into DJJ, a corporation organized and existing under the laws of the State of Delaware.

WHEREAS, SHV is the parent company of JTI and owns 100% of the common stock. SHV desires that JTI merge with and into DJJ at 11:59 p.m. on August 31, 2003 (the "Effective Date") in accordance with Section 368(a) of the Internal Revenue Code.

WHEREAS, following the preceding merger, DJJ is the parent company of JTS and owns 100% of the common stock. DJJ desires that JTS liquidate into DJJ on the Effective Date in accordance with Section 332 of the Internal Revenue Code.

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) A Merger Agreement and Plan of Reorganization has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the Delaware State Code, Title 8, Section 251(c);

(2) Name of surviving corporation: The David J. Joseph Company;

(3) The certificate of incorporation of The David J. Joseph Company shall remain unchanged; and

(4) An executed Merger Agreement and Plan of Reorganization is on file at the corporate offices of DJJ located at 300 Pike Street, Cincinnati, OH 45202, a copy of which will be provided to any member of any of the constituent entities upon request.

IN WITNESS WHEREOF, JTI, JTS, DJJ and SHV have executed this Agreement as of the day and year first hereinabove set forth but shall be effective at 11:59 p.m. on August 31, 2003.

JOSEPH TRANSPORTATION, INC.

By: Paul G. Jantsch
Name: PAUL G. JANTSCH
Title: PRESIDENT

JOSEPH TRANSPORTATION SERVICES, INC.

By: Paul G. Jantsch
Name: PAUL G. JANTSCH
Title: PRESIDENT

THE DAVID J. JOSEPH COMPANY

By: James H. Goetz
Name: JAMES H. GOETZ
Title: EVP & CFO

SHV NORTH AMERICA CORPORATION

By: James H. Goetz
Name: JAMES H. GOETZ
Title: VP & SECRETARY