

RECORDATION NO. 24883-B FILED

JUL 29 '05 12:00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

July 29, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment No. 2 to Rider 2 to Master Lease Agreement, dated as of July 28, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease Agreement previously filed with the Board under Recordation Number 24883.

The name and address of the party to the enclosed document are:

Lessor: Joseph Leasing Ltd.
(formerly DJJ Leasing, Ltd.)
300 Pike Street
Cincinnati, Ohio 45202

[Lessee: West Tennessee Railroad, LLC
66 Field Point Road
Greenwich, Connecticut 06830]

Mr. Vernon A. Williams
July 29, 2005
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A description of the railroad equipment covered by the enclosed document is:

67 mill gondola railcars remaining in the lease:

52' railcars:

TKEN 201, 203, 206-216, 220, 222-223, 226-228, 230 4053, 4070-4071, 4074, 4077-4079, 4081, 4083, 4084, 9513, 9527, 10379, 10380, 10386, 10395-10396, 96206, 96215, 96219, 96242, 96252-96253, 96255-96256, 96438, 96454, 96457 96476, 96482-96484

66' railcars:

TKEN 009901, 009928, 009939, 009959, 009961, 009966, 009968, 009969, 009970, 009981, 009982, 009983, 009991, 009993, 009994, 009995, 009998, 010373, 010374, 010375, 010376.

15 mill gondola railcars removed from the lease:

52' railcars:

TKEN 202, 205, 218, 4073, 4075, 4080, 4084, 10387, 10395, 96000, 96446, 96473, 96482-96484.

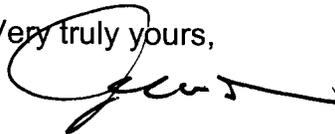
A short summary of the document to appear in the index is:

Memorandum of Amendment No. 2 to Rider 2 to Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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**MEMORANDUM OF
AMENDMENT NO. 2 TO
RIDER NO. 2 TO
MASTER LEASE AGREEMENT DATED JANUARY 8, 2004**

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF AMENDMENT NO. 2 TO RIDER NO. 2 TO MASTER LEASE AGREEMENT DATED JANUARY 8, 2004 ("Memorandum of Amendment No. 2") entered into this 28th day of July, 2005, is intended to evidence the amendment dated as of July 13, 2005 (the "Amendment No. 2"), between **JOSEPH LEASING LTD.** ("Lessor"), **THE DAVID J. JOSEPH COMPANY** ("Manager") and **WEST TENNESSEE RAILROAD, LLC**, ("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 sixty-seven (67) railcars described in Exhibit B 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") with Recordation No. 24883. Subsequently, the Memorandum of Amendment No. 1 to the Railroad Equipment Lease was duly filed with the STB on January 6, 2005 with Recordation No. 24883-A. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 24883-B.

IN WITNESS WHEREOF, Lessor pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated above.

JOSEPH LEASING LTD.

By: Angela D. Watts

Name: Angela D. Watts

Title: Secretary

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 28th day of July, 2005, by Angela D. Watts, Secretary of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

Julie M Woodard
Notary Public

My Commission expires:

9/24/07



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires
September 24, 2007

EXHIBIT A

To the Memorandum of Amendment No. 2 dated July 28, 2005, between Joseph Leasing Ltd. and West Tennessee Railroad, LLC.

DESCRIPTION OF UNITS REMOVED FROM LEASE

Fifteen (15), 52' mill gondolas bearing reporting marks:

TKEN 202
TKEN 205
TKEN 218
TKEN 4073
TKEN 4075
TKEN 4080
TKEN 4084
TKEN 10387
TKEN 10395
TKEN 96000
TKEN 96446
TKEN 96473
TKEN 96482
TKEN 96483
TKEN 96484

EXHIBIT B

To the Memorandum of Amendment No. 2 dated July 28, 2005, between Joseph Leasing Ltd. and West Tennessee Railroad, LLC.

DESCRIPTION OF UNITS SUBJECT TO LEASE

Sixty-seven (67) mill gondolas bearing reporting marks:

TKEN 201
TKEN 203
TKEN 206 – TKEN 216, inclusive
TKEN 220
TKEN 222 – TKEN 223, inclusive
TKEN 226 – TKEN 228, inclusive
TKEN 230
TKEN 4070 – TKEN 4071, inclusive
TKEN 4074
TKEN 4077 – TKEN 4079, inclusive
TKEN 4081
TKEN 4083
TKEN 9513
TKEN 9527
TKEN 9901
TKEN 9928
TKEN 9939
TKEN 9959
TKEN 9961
TKEN 9966
TKEN 9968 – TKEN 9970, inclusive
TKEN 9981 – TKEN 9983, inclusive
TKEN 9991
TKEN 9993 – TKEN 9995, inclusive
TKEN 9998
TKEN 10373 – TKEN 10376, inclusive
TKEN 10379 – TKEN 10380, inclusive
TKEN 10386
TKEN 10396
TKEN 96206
TKEN 96215
TKEN 96219
TKEN 96242
TKEN 96252 – TKEN 96253, inclusive
TKEN 96255 – TKEN 96256, inclusive
TKEN 96438
TKEN 96454
TKEN 96457
TKEN 96476

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

7/29/05



Robert W. Alvord