

RAIL CONNECTION, INC.

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SENT VIA DHL EXPRESS SECOND DAY

May 19, 2006

RECORDATION NO. 25451A FILED

MAY 22 06 2-20 PM

Secretary
Surface Transportation Board
1925 K. Street, N.W.
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Sir or Madam:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Amendment No. 1 to Railroad Equipment Lease dated May 16, 2006, including the following parties and railroad equipment.

Lessor:	Rail Connection, Inc. Post Office Box 800 Eleanor WV 25070
Lessee:	The David J. Joseph Company 300 Pike Street Cincinnati OH 45202
Equipment:	23, Railcars APPX 4000 – 4023 (not inclusive) (See Exhibit A)

Please record this agreement as a primary document. The filing fee of \$34 is enclosed.

Summary: Memorandum of Amendment No. 1 to the Railroad Equipment Lease Agreement dated May 16, 2006, between Rail Connection, Inc. as Lessor and The David J. Joseph Company as Lessee, including twenty-three (23) railcars—APPX 4000 – 4023 Exhibit A (not inclusive).

Sincerely,



Pixie L. Legg
Personnel Director & Policy Coordinator

:pl

Enclosures

**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 16th day of May, 2006, is intended to evidence the amendment dated as of May 16, 2006 (the "Amendment No. 1"), between **RAIL CONNECTION, INC.**, a West Virginia corporation ("Lessor"), and **THE DAVID J. JOSEPH COMPANY**, a Delaware 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 twenty-three (23) 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 February 11, 2005 with Recordation No. 25451. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 25451-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.

RAIL CONNECTION, INC.

THE DAVID J. JOSEPH COMPANY

By: 

By: 

Name: Warren K. Higginbotham

Name: Everett N. Martin

Title: Vice President

Title: Assistant Secretary

EXHIBIT A

To the Memorandum of Amendment No. 1 dated May 16, 2006, between Rail Connection, Inc., and The David J. Joseph Company.

DESCRIPTION OF UNITS

Twenty-three (23) railcars bearing reporting marks:

Sequential No.	Car Initial	Car Number	Sequential No.	Car Initial	Car Number
1	APPX	4000	19	APPX	4018
2	APPX	4001	20	APPX	4019
3	APPX	4002	21	APPX	4020
4	APPX	4003	22	APPX	4022
5	APPX	4004	23	APPX	4023
6	APPX	4005			
7	APPX	4006			
8	APPX	4007			
9	APPX	4008			
10	APPX	4009			
11	APPX	4010			
12	APPX	4011			
13	APPX	4012			
14	APPX	4013			
15	APPX	4014			
16	APPX	4015			
17	APPX	4016			
18	APPX	4017			

EXHIBIT A

Sequential No.	Car Initial	Car Number		Sequential No.	Car Initial	Car Number
1	APPX	4000		19	APPX	4018
2	APPX	4001		20	APPX	4019
3	APPX	4002		21	APPX	4020
4	APPX	4003		22	APPX	4022
5	APPX	4004		23	APPX	4023
6	APPX	4005				
7	APPX	4006				
8	APPX	4007				
9	APPX	4008				
10	APPX	4009				
11	APPX	4010				
12	APPX	4011				
13	APPX	4012				
14	APPX	4013				
15	APPX	4014				
16	APPX	4015				
17	APPX	4016				
18	APPX	4017				