

RECORDATION NO. 18894 FILED D

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**MEMORANDUM OF RIGHTS**

This Memorandum of Rights is entered into as of the 26<sup>th</sup> day of February, 1998, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation, ("Seller") and **METLIFE CAPITAL, LIMITED PARTNERSHIP**, a Delaware limited partnership ("Buyer").

**WITNESSETH:**

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of February 26, 1998 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with and pursuant to the Agreement, Buyer granted Seller certain rights (the "Rights"), which the parties intend will operate as a lien on the Cars;

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the Rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said Rights. A description of the Rights will be provided to interested parties upon written request sent to Buyer or Seller at the following addresses:

BUYER: MetLife Capital, Limited Partnership  
10900 N.E. 4<sup>th</sup> Street, Suite 500  
C-97550  
Bellevue, WA 98009  
Attention: Vice President, Indirect Operations

SELLER: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202  
Attention: Vice President

Upon expiration or termination of said Rights referred to herein, Seller and Buyer shall file an instrument with the Surface Transportation Board of the U.S. Department of Transportation terminating said Rights of record.

This Memorandum of Rights, being further documentation of the transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Rights as of the date and year first above written.

**DJJ TRANSPORTATION SERVICES, INC.**

By:  \_\_\_\_\_

Name: Douglas F. McMillan

Title: President

**METLIFE CAPITAL, LIMITED PARTNERSHIP**

**By: MetLife Capital Corporation, General Partner**

By:  \_\_\_\_\_

Name: Scott Rhodes

Title: VP

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON)

On this 26<sup>th</sup> day of February, 1998, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Memorandum of Rights for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Memorandum of Rights as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26<sup>th</sup> day of February, 1998.

Shelley B. Bacon  
(Notary Signature)

My commission expires:

July 22, 2002



SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002



**SCHEDULE I  
TO  
MEMORANDUM OF RIGHTS**

**CARS:** Thirty-one (31) railcars bearing reporting marks as follows:

CHTT 20100-20117, INCLUSIVE  
CHTT 20150-20157, INCLUSIVE  
CHTT 20159-20163, INCLUSIVE

**LEASE:** Lease dated May 3, 1994, Amendment No. 1 dated October 2, 1997 and Amendment No. 2 dated January 12, 1998, between DJJ Transportation Services, Inc. and Union Pacific Railroad Company.