

RECORDATION NO. 20849 FILED

SEP 3 '97 11-40 AM

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

*Counterparts - Kim Bartman*

August 27, 1997

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

SEP 3 11 37 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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 Railroad Equipment Lease Agreement, dated as of June 13, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

- Lessor: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, Ohio 45202
- Lessee: Burlington Northern Santa Fe Railroad Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is:

120 railcars bearing reporting marks and road numbers within the series DJLX 96000 through DJLX 96124, inclusive.

Mr. Vernon A. Williams  
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

SEP 3 '97 11-40 AM

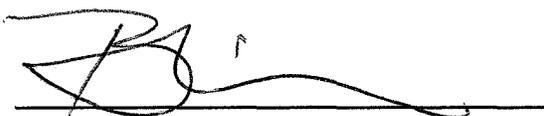
**MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 13<sup>th</sup> day of June, 1997, is intended to evidence the lease dated as of June 13, 1997 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **BURLINGTON NORTHERN SANTA FE RAILROAD**, 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 one hundred twenty (120) 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.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**DJJ TRANSPORTATION SERVICES, INC.**

**BURLINGTON NORTHERN SANTA FE RAILROAD**

By: 

By: 

Name: Douglas F. McMillan

Name: Thomas J. Claeys

Title: President

Title: Manager, Customer Logistics

Date: June 13, 1997

Date: 6-23-97

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )       SS:

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of June, 1997, by Douglas F. McMillan, the President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Carolyn A. Trainor  
Notary Public

My Commission expires:  
CAROLYN A. TRAINOR  
Notary Public, State of Ohio  

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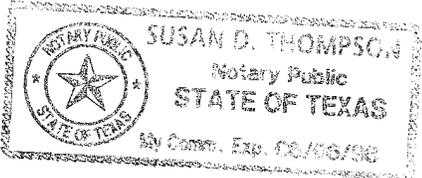
My Commission Expires March 14, 1998

STATE OF Texas            )  
                                  )  
COUNTY OF Tarrant    )       SS:

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of June, 1997, by Thomas J. Claeys, the Manager, Customer Logistics, a Delaware corporation, on behalf of the corporation.

Susan D. Thompson  
Notary Public

My Commission expires:  
6/6/98



## **EXHIBIT A**

To the Memorandum of Lease dated June 13, 1997, between DJJ Transportation Services, Inc. and Burlington Northern Santa Fe Railroad.

### **DESCRIPTION OF UNITS**

One hundred twenty (120) of the one hundred twenty-five (125), 100 ton, aluminum coal gondola railcars bearing reporting marks as follows:

DJLX 96000-96124, INCLUSIVE