

RECORDATION NO. 21813 FILED

DEC 1 '98

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ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Counterpart -

December 1, 1998

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 three (3) copies of a Memorandum of Railroad Equipment Master Lease Schedule No. 001, dated October 27, 1998, 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 Leasing Ltd.
300 Pike Street
Cincinnati, Ohio 45202

Lessee: Railtex, Inc.
4040 Broadway
San Antonio, Texas 78209

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

thirty (30) railcars bearing GSWR reporting marks and road numbers 501 through 530, inclusive

Mr. Vernon A. Williams
December 1, 1998
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Also enclosed is a check in the amount of \$26.00 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,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF
RAILROAD EQUIPMENT MASTER LEASE
SCHEDULE NO. 001

DEC 1 '98

1-55 PM

This MEMORANDUM OF RAILROAD EQUIPMENT MASTER LEASE, SCHEDULE 001 ("Memorandum of Master Lease, Schedule No. 001") entered into this 27th day of October, 1998, is intended to evidence Schedule No. 001 to the Railroad Equipment Master Lease dated as of October 27, 1998 (the "Master Lease"), among DJJ LEASING LTD., an Ohio limited liability company (the "Lessor"), RAILTEX, INC., a Texas corporation (the "Lessee"), and DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation (the "Manager") for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessor has the right to lease the thirty (30) railcars described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

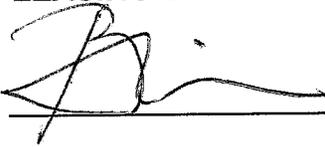
IN WITNESS WHEREOF, Lessor, Lessee and Manager, each pursuant to due corporate authority, has executed this Memorandum of Master Lease, Schedule No. 001 on the date indicated below its signature.

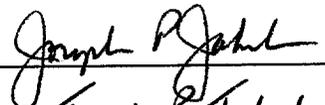
LESSOR:

LESSEE:

DJJ LEASING LTD.

RAILTEX, INC.

By: 

By: 

Name: Douglas F. McMillan

Name: Joseph P. Jabala

Title: President

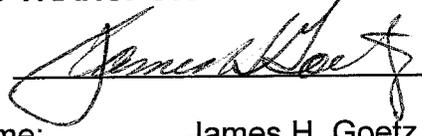
Title: Vice President - CFO

Date: October 27, 1998

Date: November 18, 1998

MANAGER:

DJJ TRANSPORTATION SERVICES, INC.

By: 

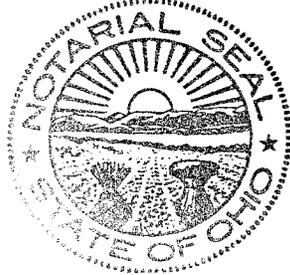
Name: James H. Goetz

Title: Vice President

Date: October 27, 1998

STATE OF OHIO)
)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 27th day of October, 1998, by Douglas F. McMillan, the President of DJJ Leasing Ltd., an Ohio limited liability company.

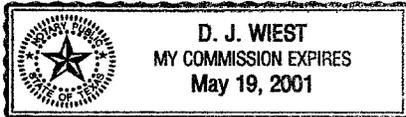


Julie M. Woodard
JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF TEXAS)
)
) SS:
COUNTY OF BEXAR)

The foregoing instrument was acknowledged before me this 18th day of NOV., 1998, by JOSEPH P. JAHNKE, the VP-CFO of Railtex, Inc., a Texas corporation, on behalf of the corporation.

[Signature]
Notary Public



STATE OF OHIO)
)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 27th day of October, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc. a Delaware corporation.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

EXHIBIT A

To the Memorandum of Master Lease, Schedule No. 001, dated October 27, 1998, among DJJ Leasing Ltd., Railtex, Inc., and DJJ Transportation Services, Inc.

DESCRIPTION OF UNITS

Thirty (30) railcars bearing reporting marks as follows:

GSWR 501-530, INCLUSIVE