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RECORDATION NO. 20925 FILED

OCT 8 '97 11-40 AM

DJJ Transportation Services, Inc.  
a subsidiary of  
The David J. Joseph Company

October 7, 1997

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
OCT 8 11 38 AM '97

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of September 29, 1997 between the following parties:

Lessor: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Lessee: Montana Rail Link, Inc.  
101 International Way  
Post Office Box 8779  
Missoula, Montana 59807-8779

Please see Exhibit A, attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon  
Contract Assistant

Enclosures

**CERTIFICATE**

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

*Shelley B. Bacon*

Notary Public



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

OCT 8 '97 11-40 AM

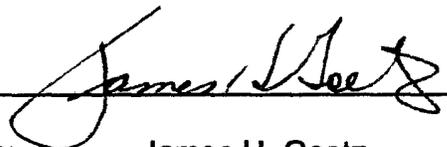
**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

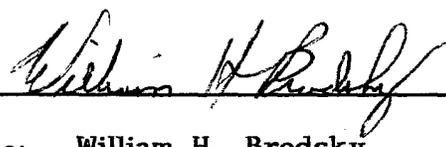
This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 29<sup>th</sup> day of September, 1997, is intended to evidence the lease dated as of August 29, 1997 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **MONTANA RAIL LINK, INC.** a Montana 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 two hundred (200) 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.**

**MONTANA RAIL LINK, INC.**

By: 

By: 

Name: James H. Goetz

Name: William H. Brodsky

Title: Vice President

Title: President

Date: September 29, 1997

Date: October 02, 1997

STATE OF OHIO            )  
  )  
COUNTY OF HAMILTON )        SS:

The foregoing instrument was acknowledged before me this 29 day of September, 1997, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Shelley B. Bacon  
Notary Public

My Commission expires:  
July 22, 2002



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

STATE OF Montana            )  
  )  
COUNTY OF Missoula        )        SS:

The foregoing instrument was acknowledged before me this 2nd day of October, 1997, by William H. Brodsky, the President of Montana Rail Link, Inc., a Montana corporation, on behalf of the corporation.

[Signature]  
Notary Public

My Commission expires:  
August 24, 2000

## **EXHIBIT A**

To the Memorandum of Lease dated September 29, 1997, between DJJ Transportation Services, Inc. and Montana Rail Link, Inc.

### **DESCRIPTION OF UNITS**

Two hundred (200) railcars bearing reporting marks as follows:

MRL 21400 - 21599