



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

September 30, 1997

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

RECORDATION NO. 20938 FILED

OCT 15 '97

10-19 AM

OCT 15 10 19 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of July 15, 1997 between the following parties:

Lessee: Waste Management of New York City, L.P.
3003 Butterfield Road
Oak Brook, IL 60523-1100
Attn: Manager of Transportation Services

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

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

Julie M. Woodard
Documentation 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 Bacon

Notary Public



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

OCT 15 '97

10-19 AM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 15th day of July, 1997, is intended to evidence the lease dated as of July 15, 1997 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **WASTE MANAGEMENT OF NEW YORK CITY, L.P.**, a New York limited partnership ("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 (100) 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.**WASTE MANAGEMENT OF NEW YORK
CITY, L.P.**By: By: Name: Douglas F. McMillanName: James M. DancyTitle: PresidentTitle: V.P. of General PartnerDate: 7-15-97Date: 8-7-97

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 15th day of July, 1997, by Douglas F. McMillan, the President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Dianna L. Tobler
Notary Public

My Commission expires:
June 7, 1999

DIANNA L. TOBLER
Notary Public, State of Ohio
My Commission Expires June 7, 1999

STATE OF NEW YORK)
)
COUNTY OF BRONX) SS:

The foregoing instrument was acknowledged before me this 7 day of AUGUST, 1997, by JAMES M. DANCY, the VICE PRESIDENT of Waste Management of New York City, L.P., a New York limited partnership, on behalf of the partnership.

Gerald P. Murphy
Notary Public

My Commission expires:
5/5/99

GERALD P. MURPHY
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01MU5077273
QUALIFIED IN WESTCHESTER COUNTY
COMMISSION EXPIRES 5/5/99

EXHIBIT A

To the Memorandum of Lease dated July 15, 1997, between DJJ Transportation Services, Inc. and Waste Management of New York City, L.P.

DESCRIPTION OF UNITS

Up to one hundred (100) railcars bearing reporting marks as follows:

DJTX 1500-1599, INCLUSIVE