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RECORDATION NO. 21027 FILED

NOV 25 '97

1-25 PM

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

November 20, 1997

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RECEIVED
SURFACE TRANSPORTATION
BOARD

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 August 7, 1997 for (35) railcars between the following parties:

Lessee: Gateway Western Railway
c/o Kansas City Southern Railway
114 W. 11th Street
Kansas City, MO 64105

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, Julie Woodard 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.

Julie Woodard
Notary Public



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

MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT

NOV 25 '97

1-25 PM

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 7th day of August, 1997, is intended to evidence the lease dated as of August 7, 1997 (the "Lease"), between DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and GATEWAY WESTERN RAILWAY, an Illinois 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 thirty-five (35) 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.

GATEWAY WESTERN RAILWAY

By: *James H. Goetz*

By: *D.H. Gill*

Name: James H. Goetz

Name: D.H. Gill

Title: Vice President

Title: President & GM

Date: August 7, 1997

Date: Nov 4, 1997

EXHIBIT A

To the Memorandum of Lease dated August 7, 1997, between DJJ Transportation Services, Inc. and Gateway Western Railway.

DESCRIPTION OF UNITS

Thirty-five (35), railcars bearing reporting marks and numbers as follows:

GROUP A - REBUILT:

(20) Cars:
GWWR 3250-3269, Inclusive

GROUP B - NOT REBUILT:

(15) Cars:
GWWR 3201-3215, Inclusive