ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

November 3, 1999

RECORDATION NO. 22516 FILED

NOV 3 '99 12-30PM

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 two (2) copies each of a Memorandum of Railroad Equipment Lease Agreement, dated September 10, 1999, 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 45202-4214

Lessee: Georgia Southwestern Railroad, Inc.
4040 Broadway, Suite 200
San Antonio, Texas 78209

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

fourteen (14) railcars bearing reporting marks and road numbers:

DJTX 60800 through DJTX 60813, inclusive

#472499

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 copy of the enclosed documents to the undersigned.

Very truly yours,

Betty Brown

for Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 22516 FILED

NOV 3 '99 12-30PM

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 10th day of September, 1999, is intended to evidence the lease dated as of September 10, 1999 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **GEORGIA SOUTHWESTERN RAILROAD, INC.**, 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 fourteen (14) 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.

By: Paul E. Loebig

Name: Paul E. Loebig

Title: Vice President

Date: September 10, 1999

GEORGIA SOUTHWESTERN RAILROAD, INC.

By: Joseph P. Jahnke

Name: Joseph P. Jahnke

Title: Vice President

Date: 9/22/99

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 10th day of September, 1999, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Shelley B. Bacon
Notary Public

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

My Commission expires:
July 22, 2002

STATE OF TEXAS)
) SS:
COUNTY OF Bexar **)**

The foregoing instrument was acknowledged before me this 22 day of September, 1999, by Joseph P. Jahnke, the CFO of Georgia Southwestern Railroad, Inc., a Delaware corporation, on behalf of the corporation.

Susan K Switzer
Notary Public

SUSAN K. SWITZER
MY COMMISSION EXPIRE
October 14 2002
BONDED BY
NOTARY ASSOC. OF TEXAS, INC.

My Commission expires:
10-14-2002

EXHIBIT A

To the Memorandum of Lease dated September 10, 1999, between DJJ Transportation Services, Inc. and Georgia Southwestern Railroad, Inc.

DESCRIPTION OF UNITS

Fourteen (14) railcars bearing reporting marks as follows:

DJTX 60800 – DJTX 60813, inclusive