



RECORDATION NO. 22010 FILED

FEB 1 '99 12-30 PM

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

January 29, 1999

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-001

Dear Mr. Williams:

Enclosed are an original and one copy of the Memorandum of Lease Agreement dated January 20, 1999 between the following parties:

Lessee: Consumers Energy Services, Inc.
1945 West Parnall Road
Jackson, MI 49201-8643

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see the Exhibit A set forth in this document for the Equipment involved in this transaction.

Please file this Memorandum of Lease Agreement as a primary document. The \$26.00 fee is included in check number 454965.

Sincerely,

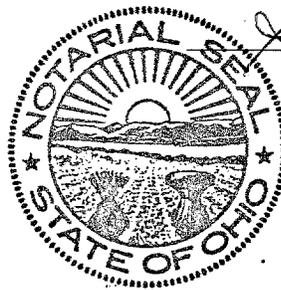
THE DAVID J. JOSEPH COMPANY


Shelley B. Bacon
Contract Assistant

Enclosure

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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

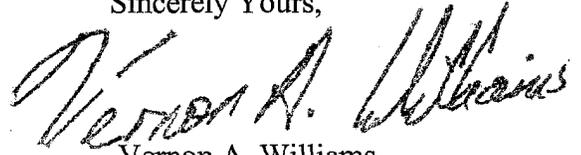
OFFICE OF THE SECRETARY

Shelley Bacon
DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

Dear Sir/Madam:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/1/99 at 12:30PM, and
assigned recordation numbers (s): 22010.

Sincerely Yours,



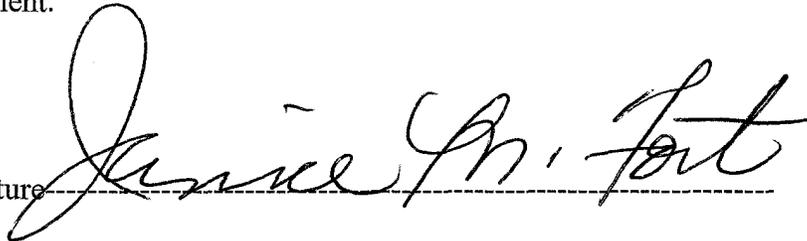
Vernon A. Williams

Enclosure(s)

26.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

FEB 1 '99

12-30 PM

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 20th day of January, 1999, is intended to evidence the lease dated as of January 13, 1999 (the "Lease"), between DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and CONSUMERS ENERGY COMPANY, a Michigan 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 three hundred and eight (308) 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.

CONSUMERS ENERGY COMPANY

DEB

By: *Paul E. Loebig*

By: *[Signature]*

Name: Paul E. Loebig

Name: DAVID W. JOOT

Title: Vice President

Title: PRES. & CEO - ELECTRIC

Date: January 20, 1999

Date: 1/25/99

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 20th day of January, 1999, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Linda M. Baughman
Notary Public



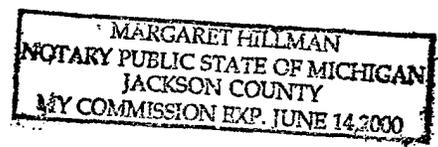
LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

My Commission expires:
7-22-2002

STATE OF Michigan)
)
COUNTY OF Jackson) SS:

The foregoing instrument was acknowledged before me this 25th day of January, 1999, by David W. Joos, the Pres. & CEO - Electric of Consumers Energy Company, a Michigan corporation, on behalf of the corporation.

Margaret Hillman
Notary Public



My Commission expires:
June 14, 2000

EXHIBIT A

To the Memorandum of Lease dated January 20, 1999, between DJJ Transportation Services, Inc. and Consumers Energy Company.

DESCRIPTION OF UNITS

Three hundred and eight (308) railcars bearing reporting marks as follows:

PSTX 7001-7308, Inclusive