



DJJ Transportation Services, Inc.

a subsidiary of

The David J. Joseph Company

February 19, 1999

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

RECORDATION NO. 22041 ← FILED
FEB 23 '99 11-05AM

Dear Mr. Williams:

Enclosed are an original and one copy of the Memorandum of Lease Agreement dated January 28, 1999 between the following parties:

Lessee: The Kansas City Southern Railway Company
114 West 11th Street
Kansas City, MO 64105-1804

RECORDATION NO. 21465-B+C FILED
FEB 23 '99 11-05AM

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 456483.

Also, enclosed are an original and one copy of the Memorandum of Options, Rights of First Refusal and Remarketing Rights, and the Memorandum of Assignment and Assumption Agreement dated as of January 21, 1999 between the following parties:

Assignee: Star Bank, N.A.
425 Walnut Street
Mail Location 8135
Cincinnati, OH 45201-1038

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

Please see the Schedule I's set forth in these documents for the Equipment involved in the transactions. Please file these Memorandums' as secondary documents. The lease that is involved in this transaction was recorded under Recordation Number 21465. The amount of \$52.00 is included in check number 456483.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Shelley B. Bacon

Contract Assistant

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT FEB 23 '99 11-05AM

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 28th day of January, 1999, is intended to evidence the lease dated as of January 28, 1999 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**, a Missouri 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 fifty (50) 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.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: *Paul E. Loebig*
Name: Paul E. Loebig
Title: Vice President
Date: January 28, 1999

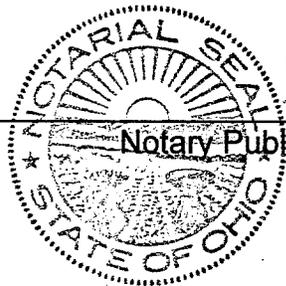
By: *Steven Hefley*
Name: Steven Hefley
Title: Vice President Transportation Services
Date: 2-5-99

APPROVED AS TO FORM

R.P. By [Signature]

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 28th day of January, 1999, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



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

My Commission expires:

July 22, 2002

STATE OF MISSOURI)
)
COUNTY OF JACKSON) SS:

The foregoing instrument was acknowledged before me this 5th day of February, 1999, by Steven Hefley, the VP-Transportation Services of The Kansas City Southern Railway Company, a Missouri corporation, on behalf of the corporation.

Julie A. Robinson
Notary Public

My Commission expires:

JULIE A. ROBINSON
Notary Public - Notary Seal
Commissioned in Jackson County
My Commission Expires July 14, 2002

EXHIBIT A

To the Memorandum of Lease dated January 28, 1999, between DJJ Transportation Services, Inc. and The Kansas City Southern Railway Company.

DESCRIPTION OF UNITS

Fifty (50) railcars bearing reporting marks as follows:

KCS 899000 - 899049, INCLUSIVE

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