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DJJ Transportation Services, Inc.

RECORDATION NO. 21215 FILED

a subsidiary of

The David J. Joseph Company

FEB 10 '98

9-56 AM

February 5, 1998

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

FEB 10 9 56 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease dated as of January 5, 1998 between the following parties:

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

Lessee: FerroQuadrum S.A. de C.V.
Blvd. Manuel Avila Camacho No. 1 P. 8-804
Lomas de Chapultepec
11000 Mexico, D.F.

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

Shelley B. Bacon

Shelley B. Bacon
Contract Assistant

Enclosures

FEB 10 '98

9-56 AM

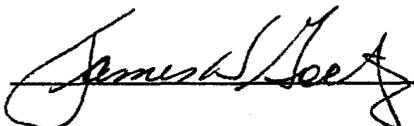
**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 5th day of January, 1998, is intended to evidence the lease dated as of January 5, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **FERROQUADRUM S.A. de C.V.**, a Mexico 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 two hundred (200) 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.

FERROQUADRUM S.A. de C.V.

By: 

By: 

Name: James H. Goetz

Name: EMILIO MITRE

Title: Vice President

Title: ATTORNEY-IN-FACT

Date: January 5, 1998

Date: JANUARY 9th, 1998

EXHIBIT A

To the Memorandum of Lease dated January 5, 1998, between DJJ Transportation Services, Inc. and Sunbelt Cement, Inc.

DESCRIPTION OF UNITS

Two hundred (200) railcars bearing reporting marks as follows:

DJLX 97800-97999, inclusive