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RECORDATION NO. 21388 FILED

MAY 7 '98

3-31 PM

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

May 4, 1998

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 7 3 30 PM '98

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease dated as of April 15, 1998 between the following parties:

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

Lessee: Union Pacific Railroad
1416 Dodge Street
Omaha, NE 68179

Please see Exhibit A, attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$26.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Shelley B. Bacon
Contract Assistant

Enclosures

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

MEMORANDUM OF MAY 7 '98 3-31 PM
RAILROAD EQUIPMENT MASTER LEASE AGREEMENT
SCHEDULE NO. 001.

This MEMORANDUM OF RAILROAD EQUIPMENT MASTER LEASE AGREEMENT ("Memorandum of Lease") entered into this 15th day of April, 1998, is intended to evidence Schedule No. 001 dated April 15, 1998, to the Railroad Equipment Master Lease Agreement dated as of April 15, 1998 (the "Lease"), between DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation (the "Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessor has the right to lease the one hundred four (104) railcars described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

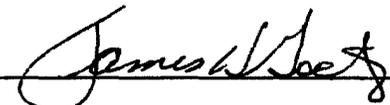
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

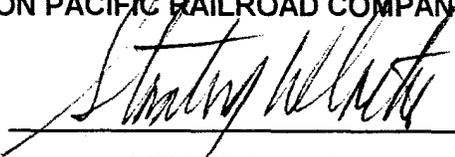
LESSOR:

LESSEE:

DJJ TRANSPORTATION SERVICES, INC.

UNION PACIFIC RAILROAD COMPANY

By: 

By: 

Name: James H. Goetz

Name: STAN WLOTKO

Title: Vice President

Title: Gen. Dir. - Purchasing

Date: April 15, 1998

Date: APR 21 1998

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 15th day of April, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation.

Julie M. Woodard
Notary Public



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

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) SS:

The foregoing instrument was acknowledged before me this 26th day of April, 1998, by Stan Wlotko, the Gen. Dir. Purchasing of Union Pacific Railroad Company, a Delaware corporation, on behalf of the corporation.

Sharon L. Steward
Notary Public

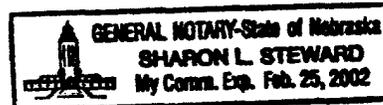


EXHIBIT A

To the Memorandum of Lease, Schedule No. 001, dated April 15, 1998, between DJJ Transportation Services, Inc. and Union Pacific Railroad Company.

DESCRIPTION OF UNITS

One hundred four (104) railcars bearing reporting marks as follows:

DJXX 700-731, INCLUSIVE
DJXX 734-745, INCLUSIVE
DJXX 747-764, INCLUSIVE
DJXX 722
DJXX 774
DJXX 778-780, INCLUSIVE
DJXX 782
DJXX 791-793, INCLUSIVE
DJXX 810-842, INCLUSIVE