



RECORDATION NO. 21394 FILED

MAY 12 '98

9-29 AM

DJJ Transportation Services, Inc.

*a subsidiary of*

The David J. Joseph Company

May 6, 1998

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

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Master Lease Agreement dated as of April 6, 1998 for (15) railcars between the following parties:

Lessee: Willamette & Pacific Railroad, Inc.  
110 West Tenth Avenue  
Albany, OR 97321  
Attention: Robert Melbo

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

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

Julie M. Woodard  
Documentation Assistant

Enclosures

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

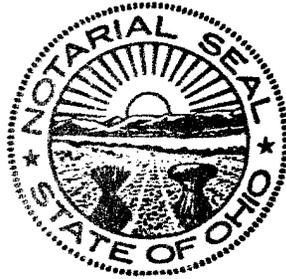
Mail Address:  
P.O. Box 1078  
Cincinnati, Ohio 45201-1078

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 12 9 29 AM

**CERTIFICATE**

The undersigned, Julie M. Woodard 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.

Julie M. Woodard  
Notary Public



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

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**MEMORANDUM OF  
RAILROAD EQUIPMENT MASTER LEASE AGREEMENT  
SCHEDULE NO. 001**

This **MEMORANDUM OF RAILROAD EQUIPMENT MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 6<sup>th</sup> day of April, 1998, is intended to evidence Schedule No. 001 dated April 6, 1998, to the Railroad Equipment Master Lease Agreement dated as of April 6, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation (the "Lessor"), and **WILLAMETTE & PACIFIC RAILROAD COMPANY, INC.**, a New York 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 twenty (20) 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 and the applicable Schedule thereto.

**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.

WILLAMETTE & PACIFIC RAILROAD, INC.

By: *Bin*

By: *Mark W. Hastings*

Name: Douglas F. McMillan

Name: *Mark W. Hastings*

Title: President

Title: *Treasurer*

Date: April 6, 1998

Date: *4/9/98*



## **EXHIBIT A**

To the Memorandum of Lease, Schedule No. 001, dated April 6, 1998, between DJJ Transportation Services, Inc. and Willamette & Pacific Railroad, Inc.

### **DESCRIPTION OF UNITS**

Fifteen (15) railcars bearing reporting marks as follows:

WPRR 70001-70015, INCLUSIVE