



RECEIVED
SURFACE TRANSPORTATION
BOARD

MAY 26 1 17 PM '00

DJJ Transportation Services, Inc.

a subsidiary of

The David J. Joseph Company

RECORDATION NO. 21428 FILED

May 19, 1998

MAY 26 '98

1-17 PM

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 Locomotive Equipment Lease dated as of May 1, 1998 between the following parties:

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

Lessee: Amtrak
210 S. Canal Street
Chicago, IL 60606

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
Contract Assistant

Enclosures

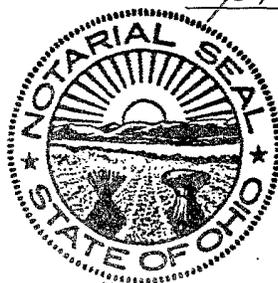
300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

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

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 RAILROAD LOCOMOTIVE LEASE AGREEMENT

MAY 26 '98

1-17 PM

This MEMORANDUM OF LOCOMOTIVE EQUIPMENT LEASE ("Memorandum of Lease") entered into this 8th day of April, 1998, is intended to evidence the lease dated as of April 8, 1998 (the "Lease"), between DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and AMTRAK, a DISTRICT OF COLUMBIA 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 one (1) locomotive described in Exhibit A attached hereto (the "Unit"). Lessee is renting from Lessor all the Unit at the rental and upon the terms and conditions provided in the Lease.

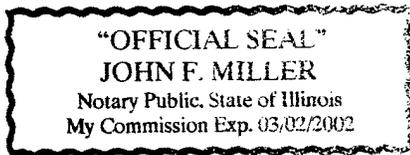
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.

AMTRAK

By: [Signature]
Name: James H. Goetz
Title: Vice President
Date: April 8, 1998

By: [Signature]
Name: EDWIN ELLIS
Title: VICE PRESIDENT
Date: April 24, 1998



State of ILLINOIS
County of COOK
On this 24th day of April, 1998
before me personally appeared Edwin E. Ellis
to me known to be the person who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.
SEAL (signed) [Signature] Notary Public

STATE OF OHIO)
)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 8th day of April, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public

My Commission expires:

Sept. 24, 2002



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

STATE OF ILLINOIS)
)
) SS:
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 24th day of April, 1998, by ERWIN ELLIS, the VICE PRESIDENT of AMTRAK, a DISPATCH corporation, on behalf of the corporation.

[Signature]
Notary Public

My Commission expires:

03-02-02

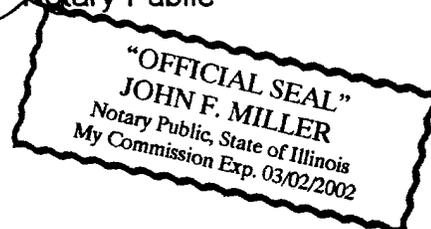


EXHIBIT A

To the Memorandum of Lease dated April 8, 1998, between DJJ Transportation Services, Inc. and AMTRAK.

DESCRIPTION OF UNITS

One (1) locomotive bearing the reporting mark as follows:

DJPX 18