

RECORDATION NO. 21476 FILED

JUN 22 '98

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20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

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June 22, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Railroad Equipment Lease Agreement, dated as of June 3, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, Ohio 45202-4214

Lessee: Rochester & Southern Railroad  
71 Lewis Street  
Greenwich, Connecticut 06830

A description of the railroad equipment covered by the enclosed document is:

Twenty-five (25) railcars bearing BPRR reporting marks and road numbers 4500 through 4524, inclusive

*Counterparts -*

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BOARD

Mr. Vernon A. Williams  
June 22, 1998  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 21476 FILED

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

JUN 22 '98

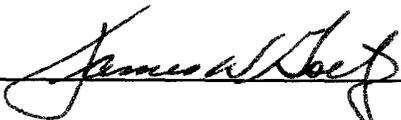
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This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 3<sup>rd</sup> day of June, 1998, is intended to evidence the lease dated as of June 3, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **ROCHESTER & SOUTHERN RAILROAD**, a New York 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 twenty-five (25) 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.**

**ROCHESTER & SOUTHERN RAILROAD**

By: 

By: 

Name: James H. Goetz

Name: Mark W Hastings

Title: Vice President

Title: Treasurer

Date: June 3, 1998

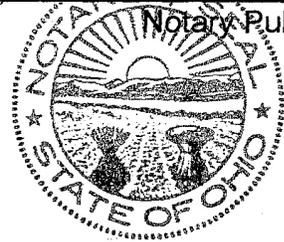
Date: 6/5/98

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )       SS:

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of June, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

*Shelley B. Bacon*

My Commission expires:  
July 22, 2002



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

STATE OF CONNECTICUT    )  
                                  )  
COUNTY OF FAIRFIELD    )       SS:

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of June, 1998, by Mark W. Hastings, the Treasurer of Rochester & Southern Railroad, a New York corporation, on behalf of the corporation.

*Virginia M. Reeves*  
\_\_\_\_\_  
Notary Public

My Commission expires:  
  
VIRGINIA M. REEVES  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MAR. 31, 2003

## **EXHIBIT A**

To the Memorandum of Lease dated June 3, 1998, between DJJ Transportation Services, Inc. and Rochester & Southern Railroad.

### **DESCRIPTION OF UNITS**

Twenty-five (25), 1998 Thrall-built, 100-ton, 52'6", 286,000 lb. gross capacity, 5-1/2' sided mill gondola railcars bearing reporting marks:

**BPRR 4500-4524, INCLUSIVE**