



RECORDATION NO. 21578 FILED

AUG 12 '98

1-09PM

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

August 7, 1998

AUG 12 1 09 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease dated as of May 21, 1998, between the following parties:

Lessee: Peoria and Pekin Union Railway
101 Wesley Road
Creve Coeur, Illinois 61611

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A as set forth in the document for the Equipment involved in this transaction.

Please file this agreement as a primary document. The \$26.00 fee is included in the check number 442148.

Sincerely,

THE DAVID J. JOSEPH COMPANY

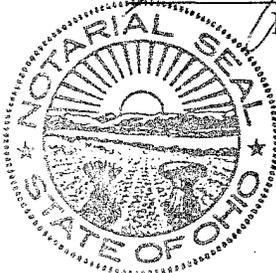
Shelley B. Bacon
Contract Assistant

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

AUG 12 '98 1-09 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 21st day of May, 1998, is intended to evidence the lease dated as of May 21, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **PEORIA AND PEKIN UNION RAILWAY**, an Illinois 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 forty-one (41) 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.

PEORIA AND PEKIN UNION RAILWAY

By: 

By: 

Name: James H. Goetz

Name: PAUL D FELTENSTEIN

Title: Vice President

Title: PRESIDENT

Date: May 21, 1998

Date: 7/9/98

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 21st day of May, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Shelley B. Bacon
Notary Public

My Commission expires:



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

STATE OF Illinois)
)
COUNTY OF Tazewell) SS:

The foregoing instrument was acknowledged before me this 9th day of July, 1998, by Paul D Fetterstein, the President of Peoria and Pekin Union Railway, an Illinois corporation, on behalf of the corporation.

Catherine B. Ripper
Notary Public

My Commission expires:



EXHIBIT A

To the Memorandum of Lease dated May 21, 1998, between DJJ Transportation Services, Inc. and Peoria and Pekin Union Railway.

DESCRIPTION OF UNITS

Forty-one (41) railcars bearing reporting marks as follows:

PPU 18025	PPU 18241	PPU 118158
PPU 18066	PPU 18247	PPU 118256
PPU 18081	PPU 18253	PPU 118268
PPU 18085	PPU 18301	PPU 118292
PPU 18098	PPU 18307	PPU 118295
PPU 18109	PPU 18313	PPU 118325
PPU 18110	PPU 18347	PPU 118338
PPU 18125	PPU 18399	PPU 118354
PPU 18159	PPU 18494	PPU 118387
PPU 18174	PPU 118022	PPU 118401
PPU 18182	PPU 118075	PPU 118441
PPU 18206	PPU 118084	PPU 118493
PPU 18226	PPU 118103	PPU 118498
PPU 18239	PPU 118138	