



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

August 27, 1998

RECEIVED
SURFACE TRANSPORTATION
BOARD

AUG 31 2 08 PM '98

RECORDATION NO. 21607 FILED

AUG 31 '98

2-08 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 Railroad Equipment Lease Agreement dated August 5, 1998 between the following parties:

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

Lessee: Union Pacific Railroad Company
1416 Dodge Street, Room 200
Omaha, NE 68179

Please see the Exhibit A attached hereto, for the Equipment involved in these transactions.

Please file this agreement as a primary document. The fee of \$26.00 is included in the check number 444091.

Sincerely,

THE DAVID J. JOSEPH COMPANY

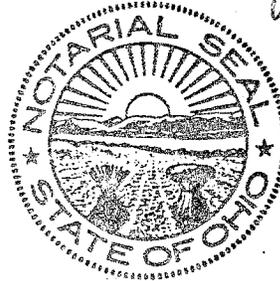
Shelley B. Bacon
Contract Assistant

Enclosure

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 31 '98

2-08 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
AMENDMENT NO. 1**

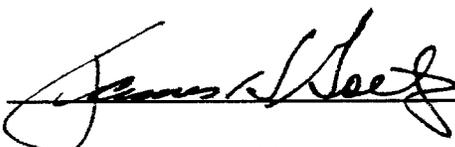
This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 1** ("Memorandum of Lease Amendment No. 1") entered into this 5th day of August, 1998, is intended to evidence the Amendment No. 1 to Railroad Equipment Lease dated as of August 5, 1998 (the "Lease Amendment No. 1"), between **DJJ TRANSPORTATION SERVICES, INC.** (a subsidiary of **THE DAVID J. JOSEPH COMPANY**), a Delaware corporation (hereinafter referred to as "Lessor") and **SOUTHERN PACIFIC TRANSPORTATION COMPANY**, subsequently merging with and becoming part of **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation (formerly a Utah corporation), (hereinafter referred to as "Lessee"), amending that certain Railroad Equipment Lease dated June 1, 1993 (hereinafter collectively referred to as the "Lease") by and between Lessor and 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 hundred five (105) 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.

WHEREAS, the Lease was duly filed for recordation with the Surface Transportation Board ("STB"), formerly the Interstate Commerce Commission ("ICC"), on November 8, 1993, with Recordation No. 18457, covering the one hundred five (105) Units (originally 106 railcars) which are listed on Exhibit A attached hereto and subject to the Lease. This Memorandum of Railroad Equipment Lease No. 1 should be assigned Recordation No. 18457-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 1 on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.

UNION PACIFIC RAILROAD COMPANY

By: By: Name: James H. GoetzName: MICHAEL F. CroninTitle: Vice PresidentTitle: VICE PRESIDENT SUPPLYDate: August 5, 1998Date: AUGUST 15, 1998

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 5th day of August, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

Linda M. Baughman
Notary Public

STATE OF Nebraska)
)
COUNTY OF Douglas) SS:

The foregoing instrument was acknowledged before me this 15th day of August, 1998, by Michael J Cronin, the Vice Pres, Supply of Union Pacific Railroad Company, a Delaware corporation, on behalf of the corporation.

Sharon L. Steward
Notary Public

My Commission expires:

2/25/02

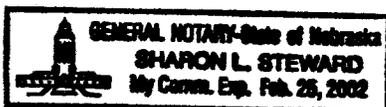


EXHIBIT A

To the Memorandum of Lease Amendment No. 1 dated August 5, 1998, between DJJ Transportation Services, Inc. and Union Pacific Railroad Company.

DESCRIPTION OF UNITS

One hundred five (105), 66', 100-Ton, 1969 Thrall built and 1970-1971 Greenville built gondolas, all rebuilt in 1992 and currently bearing the reporting marks as follows:

TNMR 2600-2666, INCLUSIVE
TNMR 2668-2705, INCLUSIVE