



RECORDATION NO. 21648 FILED  
SEP 14 '98 1-20PM

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

September 9, 1998

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 14 1 20 PM '98

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 as of August 4, 1998 between the following parties:

Lessee: Sunbelt Asphalt & Materials, Inc.  
One Riverway - Suite 2200  
Houston, TX 77056  
Attention: Director of Logistics

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

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 No. 444730. \_\_\_\_\_

Sincerely,

THE DAVID J. JOSEPH COMPANY

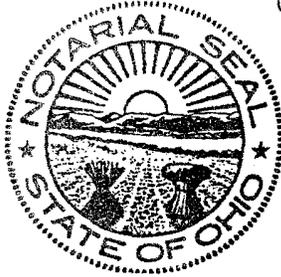
Julie M. Woodard  
Documentation Assistant

Enclosures

**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

SFP 14 '98

1-20PM

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 4<sup>th</sup> day of August, 1998, is intended to evidence the lease dated as of August 4, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SUNBELT ASPHALT & MATERIALS, INC.**, a Texas 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 seventy (70) 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.**

**SUNBELT ASPHALT & MATERIALS, INC.**

By: 

By: 

Name: James H. Goetz

Name: Victor A. Serri

Title: Vice President

Title: President

Date: August 26, 1998

Date: August 4, 1998

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of August, 1998, by James H. Soetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Shelley B. Bacon  
Notary Public

My Commission expires:

July 22, 2002



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

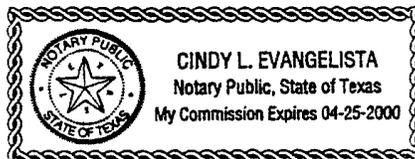
STATE OF TEXAS )  
 ) SS:  
COUNTY OF HARRIS )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of August, 1998, by Victor A. Servi, the President of Sunbelt Asphalt & Materials, Inc., a Texas corporation, on behalf of the corporation.

Cindy L. Evangelista  
Notary Public

My Commission expires:

4/25/00



## **EXHIBIT A**

To the Memorandum of Lease dated August 4, 1998, between DJJ Transportation Services, Inc. and Sunbelt Asphalt & Materials, Inc.

### **DESCRIPTION OF UNITS**

Seventy (70) railcars bearing reporting marks as follows:

WRRC 680401 - 680470, inclusive