

RECORDATION NO. 21727 FILED

NOV 12 '98

1-02PM



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

November 6, 1998

NOV 12 1 02 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 Lease dated as of September 9, 1998, between the following parties:

Lessee: ECDC Environmental, L.C.
970 East Murray - Holladay Road
Suite 1B
Salt Lake City, UT 84117

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

Also, enclosed is an original and one copy of the Memorandum of Lease dated as of October 8, 1998, between the following parties:

Lessee: United States Gypsum Company
P.O. Box 806278
Chicago, IL 60680-4124

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

Please see the Exhibit As' set forth in these documents for the Equipment involved in these transactions.

Please file these Memorandum of Leases as primary documents. The \$26.00 fee is included in check number 449479 & 449280.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

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

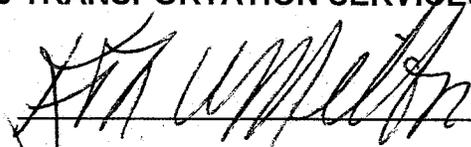
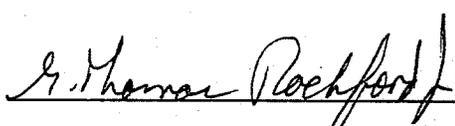
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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 9th day of September, 1998, is intended to evidence the lease dated as of September 9, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **ECDC ENVIRONMENTAL, L.C.**, a Utah limited liability company ("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 thirty (30) 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.**ECDC ENVIRONMENTAL, L.C**By: By: Name: Kenneth W. Miller, Jr.Name: G. THOMAS ROCHFORD, JR.
TREASURERTitle: Vice President

Title: _____

Date: September 9, 1998Date: 9-17-98

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 9th day of September, 1998, by Kenneth W. Miller, Jr., 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 Arizona)
)
COUNTY OF Mavicopa) SS:

The foregoing instrument was acknowledged before me this 17th day of September, 1998, by G Thomas Rochford Jr., the Treasurer of ECDC Environmental, L.C., a Utah limited liability company, on behalf of the company.

[Signature]
Notary Public

My Commission expires:
1-31-00

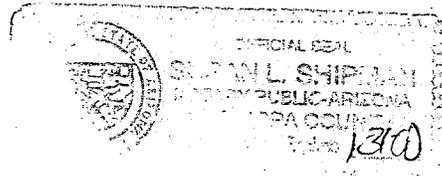


EXHIBIT A

To the Memorandum of Lease dated September 9, 1998, between DJJ Transportation Services, Inc. and ECDC Environmental, L.C.

DESCRIPTION OF UNITS

Thirty (30), railcars bearing reporting marks as follows:

DJTX 6000 - 6029