



The David J. Joseph Company

July 24, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

RECORDATION NO. 20195 FILED 1425

JUL 20 1996 -11 00 AM

Dear Mr. Williams:

INTERSTATE COMMERCE COMMISSION

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of June 19, 1996 between the following parties:

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

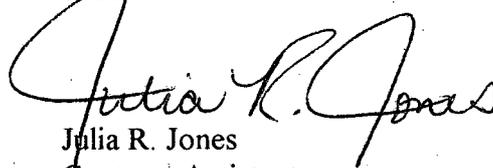
Lessee: TTX Company
101 North Wacker Drive
Chicago, IL 60606

Please see Exhibit A, attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY


Julia R. Jones
Contract Assistant

Enclosures

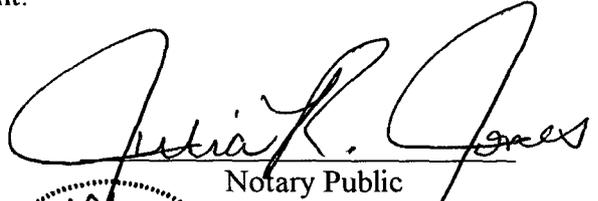
Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4833

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Julia Jones, a 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.


Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2009

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

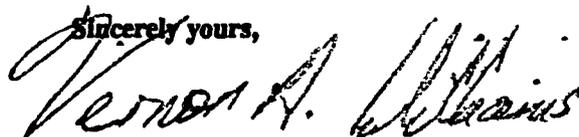
7/29/96

Julia R. Jones
Contract Assistant
The David J. Joseph Company
300 Pike Street
Cincinnati, OH., 45202-4214

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/29/96 at 11:00AM, and assigned recordation number(s) 20195 and 18173-B.

Sincerely yours,

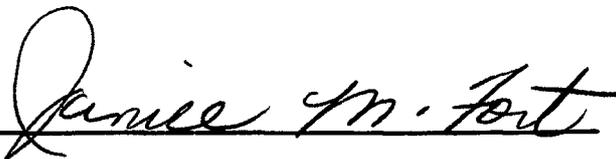


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 20195 FILED 1425

JUL 29 1996 11 00 AM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 19th day of June, 1996, is intended to evidence the Railroad Equipment Lease Agreement dated as of June 19, 1996 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation (the "Lessor") and **TTX COMPANY**, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessor has the right to lease the twenty-nine (29) railcars described in Exhibit A attached hereto (the "Units"). Lessee leased 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.

LESSOR:

LESSEE:

THE DAVID J. JOSEPH COMPANY

TTX COMPANY

By: 

By: 

Name: Douglas F. McMillan

Name: Thomas D. Marion

Title: Vice President

Title: Treasurer

Date: June 19, 1996

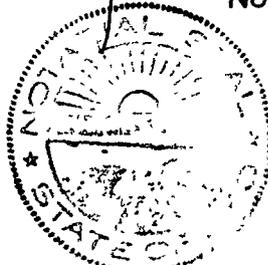
Date: June 20, 1996

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 19th day of June, 1996, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.



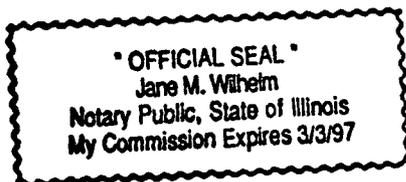
Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2002

STATE OF ILLINOIS)
) SS:
COUNTY OF Cook)

The foregoing instrument was acknowledged before me this 20 day of June, 1996, by Thomas D. Marion, the Treasurer of TTX Company, a Delaware corporation, on behalf of the corporation.





Notary Public

EXHIBIT A

To the Memorandum of Lease dated June 19, 1996, between The David J. Joseph Company and TTX Company.

DESCRIPTION OF UNITS

Twenty-nine (29) railcars bearing reporting marks as follows:

TTPX 81685 - 81704, INCLUSIVE

TTPX 81706 - 81714, INCLUSIVE