



20398
DEC 10 1996 11:40 AM

The David J. Joseph Company

December 4, 1996

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

DEC 10 11 38 AM '96

RECEIVED
SURFACE TRANSPORTATION BOARD
PO 478

Dear Mr. Williams:

Enclosed is an original and a copy of the Memorandum of Locomotive Lease Agreement dated as of November 14, 1996 between the following parties:

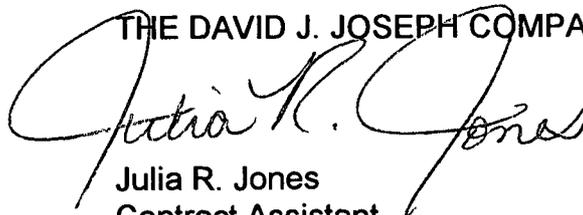
Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee: Paktank Corporation
2759 Battleground Road
P.O. Box 897
Deer Park, TX 77536

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

Please file this agreement as a primary document. The amount of \$22.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Contract Assistant

Enclosures

Transportation
Services Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

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

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

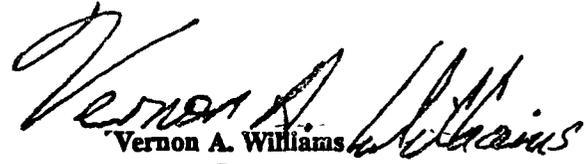
12/16/96

Julia R. Jones
Contract Assistant
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 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 12/16/96 at 1140AM , and assigned recordation number(s). 20398, 20399, 20400, 18173-C, and 18721-H.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ ~~110.00~~ 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.

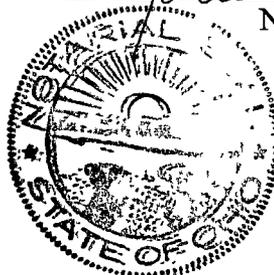
Signature



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, 2001

RECORDED 20398
DEC 16 1996 11 40 AM

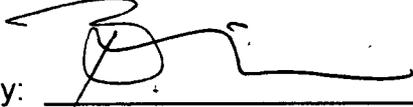
**MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT**

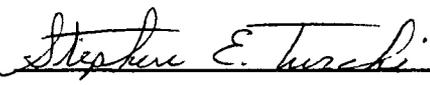
This **MEMORANDUM OF LOCOMOTIVE LEASE** ("Memorandum of Lease") entered into this 14th day of November, 1996, is intended to evidence the agreement dated as of November 14, 1996 (the "Agreement"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("DJJ"), and **PAKTANK CORPORATION**, a Texas corporation ("PAKTANK"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. PAKTANK has the right to use the LOCOMOTIVES described in Exhibit A attached hereto (the "Units"). PAKTANK is renting from DJJ all the Units at the rentals and upon the terms and conditions provided in the Agreement.

IN WITNESS WHEREOF, DJJ and PAKTANK, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.

PAKTANK CORPORATION

By:  _____

By:  _____

Name: Douglas F. McMillan

Name: Stephen E. Turchi

Title: President

Title: Manager - Land Operations

Date: November 22, 1996

Date: November 13, 1996

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 22nd day of November, 1996, by Douglas F. McMillan, President of DJJ Transportation Services Inc. , a Delaware corporation, on behalf of the corporation.

Julia R. Jones
Notary Public
JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

My Commission expires:
2-27-2000

STATE OF Texas)
)
COUNTY OF Harris)

SS:

The foregoing instrument was acknowledged before me this 13th day of November 1996, by Stephen E. Turchi, the Manager - Land Operations of Paktank Corporation, a Texas corporation, on behalf of the corporation

Debbie L. Leavings
Notary Public - Debbie L. Leavings

My Commission expires:

February 22, 1998

DEBBIE L. LEAVINGS
Notary Public
STATE OF TEXAS
My Commission Expires
FEBRUARY 22, 1998

EXHIBIT A
DESCRIPTION OF UNITS

(1) SW 1200 locomotive