



DEC 16 1996 11 40 AM

The David J. Joseph Company

December 4, 1996

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

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:

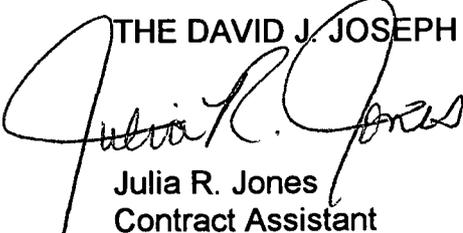
Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Lessee: Empak, Inc.  
Deer Park Facility  
2000 W. Loop South  
Suite 2200  
Houston, TX 77027

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

**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, 2000



**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 **EMPAK, INC.**, a Texas corporation ("EMPAK"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. EMPAK has the right to use the LOCOMOTIVES described in Exhibit A attached hereto (the "Units"). EMPAK 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 EMPAK, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**DJJ TRANSPORTATION SERVICES, INC.**

**EMPAK, INC.**

By: 

By: 

Name: Douglas F. McMillan

Name: William Palmer

Title: President

Title: General Manager - Operations

Date: November 22, 1996

Date: 11-14-96

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON ) SS:

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> 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

My Commission expires:

2-27-2000

STATE OF Texas )  
 )  
COUNTY OF Harris )



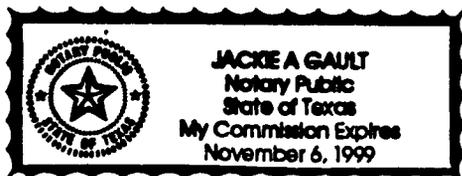
**JULIA R. JONES**  
Notary Public, State of Ohio  
My Commission Expires Feb. 27, 2000

The foregoing instrument was acknowledged before me this 14 day of November 1996, by William Palmer, the General Manager - Operations of EMPAK , INC., a Texas corporation, on behalf of the corporation.

Jackie A. Gault  
Notary Public

My Commission expires:

11-6-99



**EXHIBIT A**  
**DESCRIPTION OF UNITS**

(1) SW 1200 locomotive