



The David J. Joseph Company

October 29, 1996

20347
REGISTRATION NO. FILED 1996
NOV 10 1996

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RECEIVED
SURFACE TRANSPORTATION
BOARD

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

Dear Mr Williams.

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of October 4, 1996 between the following parties.

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

Lessee Applied Industrial Materials Corporation
Terminal and Services Group
P O Box 1727
#1 Industrial Canal Road
Texas City, TX 77592

Please see Exhibit A attached hereto for the equipment involved in this transaction

Please file this Memorandum as a primary document The amount of \$22 00 is included in the enclosed check

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Julia R Jones/gbt
Contract Assistant

Enclosures

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

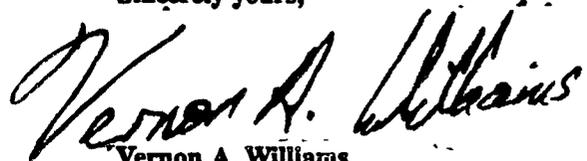
11/4/96

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

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/4/96 at 10:10AM, and assigned recordation number(s) 20347.

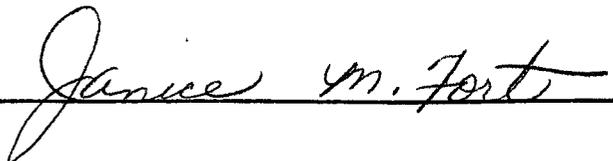
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 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



20347
NOV 1996 10 AM

**MEMORANDUM OF
RAILROAD EQUIPMENT AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 10th day of October, 1996, is intended to evidence the agreement dated as of October 4th, 1996 (the "Agreement"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("DJJ"), and **APPLIED INDUSTRIAL MATERIALS CORPORATION**, A Delaware corporation ("AIMCOR"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. AIMCOR has the right to use the thirty-five (35) railcars described in Exhibit A attached hereto (the "Units"). AIMCOR 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 AIMCOR, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature

THE DAVID J. JOSEPH COMPANY

APPLIED INDUSTRIAL MATERIALS CORPORATION

By: 

By: 

Name: Douglas F. McMillan

Name: Peter Scott-Hansen

Title: Vice President

Title: President, Carbon Product Groups

Date: October 21, 1996

Date: October 10, 1996

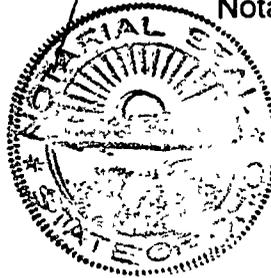
STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 21st day of October, 1996, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Julia R. Jones
Notary Public

My Commission expires:

2-27-2000



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

STATE OF Connecticut)
)
COUNTY OF Fairfield) SS: Stamped

The foregoing instrument was acknowledged before me this 10 day of October, 1996, by Peter Scott-Hansen, the President, Carbon Product Group of Applied Industrial Materials Corporation, a Delaware corporation, on behalf of the corporation.

Mary J. Applement
Notary Public

My Commission expires:

April 30, 2000

EXHIBIT A

To the Memorandum of Lease dated October 4, 1996, between The David J. Joseph Company and Applied Industrial Materials Corporation.

DESCRIPTION OF UNITS

Thirty-five (35) railcars currently bearing the reporting marks as follows:

DJJX 6302	DJJX 6322	DJJX 6354	DJJX 6409	DJJX 6483
DJJX 6309	DJJX 6223	DJJX 6369	DJJX 6426	DJJX 6486
DJJX 6311	DJJX 6328	DJJX 6372	DJJX 6427	DJJX 6490
DJJX 6313	DJJX 6332	DJJX 6389	DJJX 6444	DJJX 6513
DJJX 6314	DJJX 6346	DJJX 6393	DJJX 6448	DJJX 6525
DJJX 6315	DJJX 6350	DJJX 6394	DJJX 6461	DJJX 6531
DJJX 6321	DJJX 6352	DJJX 6404	DJJX 6469	DJJX 6544