



RECORDATION NO. 20443  
FILED 1997  
JAN 2 1997 11 35 AM

The David J. Joseph Company

December 30, 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 one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of December 12, 1996 between the following parties:

Lessor: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Lessee: ECDC Environmental, L.C.  
127 South 500 East, Suite 675  
Salt Lake City, UT 84102

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

**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



RECORDATION NO. 20443

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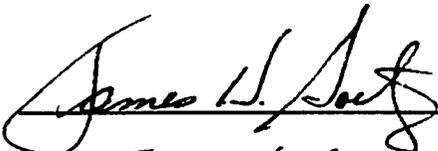
**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 12<sup>th</sup> day of December, 1996, is intended to evidence the agreement dated as of December 12, 1996 (the "Agreement"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("DJJ"), and **ECDC ENVIRONMENTAL, L.C.**, a Utah limited liability company ("ECDC"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. ECDC has the right to use the one hundred twenty (120) railcars described in Exhibit A attached hereto (the "Units"). ECDC 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 ECDC, 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: JAMES H. GOETZ

Name: R. Steve Creamer

Title: VICE PRESIDENT

Title: President

Date: December 12, 1996

Date: 16 Dec '96

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON )

SS:

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of December, 1996, by James H Goutz, the Vice President of DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

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

My Commission expires:

2-27-2000

STATE OF Utah )  
 )  
COUNTY OF Salt Lake )

SS:

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of December, 1996, by R Steve Creamer, the President of ECDC Environmental, L.C., a Utah limited liability company, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

My Commission expires:

10-05-98

## **EXHIBIT A**

To the Memorandum of Lease dated December 12, 1996, between DJJ TRANSPORTATION SERVICES, INC. and ECDC ENVIRONMENT, L.C..

### **DESCRIPTION OF UNITS**

One hundred twenty (120) 1975 Thrall built, 4550 c.f. coal gondolas bearing the reporting marks as follows:

ECXX 96001 - ECXX 96120, inclusive