



The David J. Joseph Company
January 8, 1997

RECORDATION NO. 20480
FILED 1997
JAN 14 1997 3 45 PM

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 November 25, 1996 between the following parties:

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

Lessee: Florida Rock Industries, Inc.
155 E 21st Street
Jacksonville, FL 32201

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

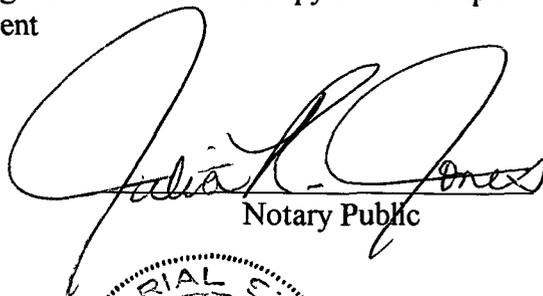
Transportation
Services Division

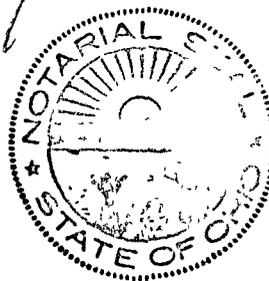
300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

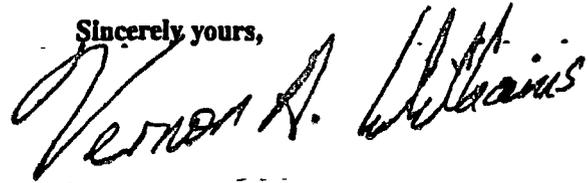
1/14/97

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 1/14/97 at 3:45PM, and assigned recordation number(s). 20480 and 18721-I.

Sincerely yours,

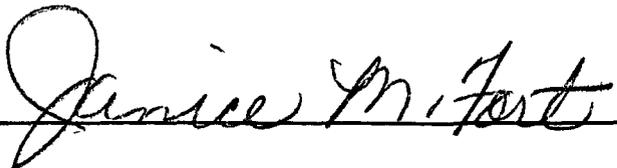


Vernon A. Williams
Secretary

Enclosure(s)

\$ 44.00 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



JAN 14 1997 3 45 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 25th day of November, 1996, is intended to evidence the lease dated as of November 25, 1996 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **FLORIDA ROCK INDUSTRIES, INC.**, a Florida corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the four (4) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting 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.

DJJ TRANSPORTATION SERVICES, INC.

FLORIDA ROCK INDUSTRIES, INC.

By: 

By: 

Name: Douglas F. McMillan

Name: Robert G. O'Brien

Title: President

Title: President, Florida Division

Date: November 25, 1996

Date: December 6, 1996

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 25th day of November, 1996, by Douglas F. McMillan, the President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



Notary Public

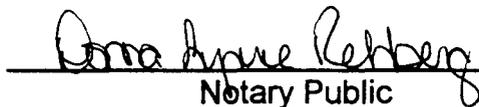
My Commission expires:
2-27-2000



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

STATE OF Florida)
)
COUNTY OF Duval) SS:

The foregoing instrument was acknowledged before me this 6th day of December, 1996, by Robert G. O'Brien, the President, Fla Div. of Florida Rock Industries, Inc., a Florida corporation, on behalf of the corporation.



Notary Public

DONNA LYNNE REHBERG
Notary Public, State of Florida
My Comm. Exp Nov 1, 1997
Comm. No. CC 327349

My Commission expires:
Nov. 1, 1997

EXHIBIT A

To the Memorandum of Lease dated November 25, 1996, between DJJ Transportation Services, Inc. and Florida Rock Industries, Inc.

DESCRIPTION OF UNITS

Four (4) railcars bearing reporting marks as follows:

DJTX 200-203, INCLUSIVE