



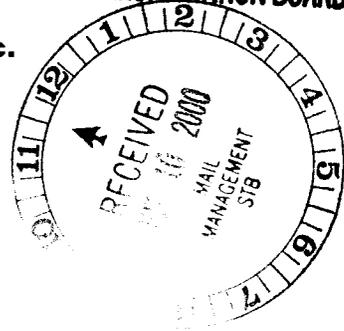
RECORDATION NO. 23157 FILED

OCT 11 '00

11-38 AM

SURFACE TRANSPORTATION BOARD

Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



4, October 2000

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of September 11, 2000 between the following parties:

Lessee: Omya, Inc.
61 Main Street
Proctor, VT 05765

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

Please see Exhibit A attached hereto for the equipment, (3) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated September 11, 2000 related to three (3) railcars bearing reporting marks DJTX 71200-71202, inclusive.

Please file this agreement as a primary document. A check in the amount of \$26.00, check #12995, is included for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

Barb Brzezicki
Documentation Assistant

Enclosures

OCT 11 2000

11-38AM

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 11th day of September, 2000, is intended to evidence the lease dated as of September 11th, 2000 (the "Lease"), between JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and OMYA, INC., a Vermont 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 three (3) 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.

JOSEPH TRANSPORTATION SERVICES, INC.

OMYA, INC.

By: Paul E. LoebigBy: James M. ReddyName: PAUL E. LOEBIG

Name: James M. Reddy

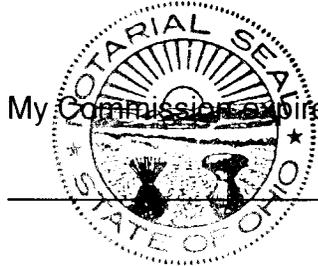
Title: VICE PRESIDENT

Title: Executive Vice President

Date: SEPT 11, 2000Date: September 11, 2000

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 11th day of September, 2000, by Paul E. Loebig, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



My Commission expires: LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

Linda M. Baughman
Notary Public

STATE OF VERMONT)
) SS:
COUNTY OF RUTLAND)

The foregoing instrument was acknowledged before me this 11th day of September, 2000, by James M. Reddy, the Executive Vice President of OMYA, Inc., a Vermont corporation, on behalf of the corporation.

Saire R B Bongavene

Notary Public

My Commission expires: 2/10/03

EXHIBIT A

**To the Memorandum of Lease dated September , 2000, between Joseph
Transportation Services, Inc. and OMYA, Inc..**

DESCRIPTION OF UNITS

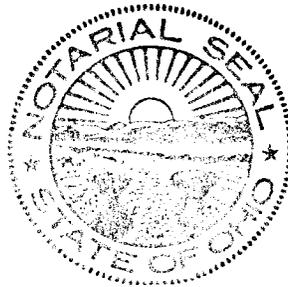
Three (3) railcars bearing reporting marks as follows:

DJTX 71200-71202

CERTIFICATE

The undersigned, Julie M Woodard 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.

Julie M Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002