



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

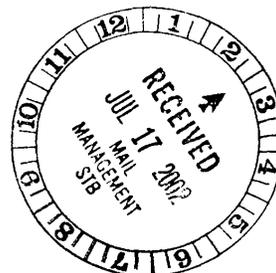
July 15, 2002

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

RECORDATION NO. 24033 FILED

JUL 18 '02 1-53 PM

SURFACE TRANSPORTATION BOARD



Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of June 11, 2002 between the following parties:

Lessee: Virginia Electric and Power Company
5000 Dominion Blvd.
Glen Allen, VA 23060

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

Please see Exhibit A attached hereto for the equipment, (104) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated June 11, 2002 related to one hundred four (104) railcars bearing reporting marks JTSX 300106-300114 and JTSX 300337-300431.

Please file this agreement as a primary document. The amount of \$30.00 is included on Check No. 19455 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. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 24033 FILED

JUN 18 '02 1-53 PM

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 11th day of June, 2002, is intended to evidence the lease dated as of June 11, 2002 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **VIRGINIA ELECTRIC AND POWER COMPANY**, a Virginia public service 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 one hundred four (104) 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.

**VIRGINIA ELECTRIC AND POWER
COMPANY**

By: 

By: 

Name: Keith Grass

Name: D. KEITH DROWN

Title: Chief Executive Officer

Title: DIRECTOR - MKT. ORIG. - COAL

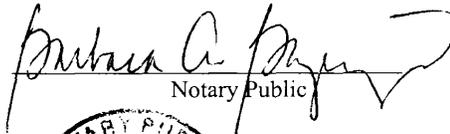
Date: June 11, 2002

Date: 6/19/02

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 11th day of June, 2002, by Keith Grass, the Chief Executive Officer of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.


Notary Public

My Commission expires:

February 20, 2006

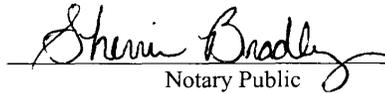


BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF Virginia)
)
COUNTY OF Henrico)

SS:

The foregoing instrument was acknowledged before me this 19th day of June, 2002, by D. KEITH DROWAN, the DIRECTOR - COAL of Virginia Electric and Power Company, a Virginia public service corporation, on behalf of the corporation.


Notary Public

My Commission expires:

April 30, 2006

EXHIBIT A

To the Memorandum of Lease dated June 11, 2002, between Joseph Transportation Services, Inc. and Virginia Electric and Power Company.

DESCRIPTION OF UNITS

One hundred four (104) railcars bearing reporting marks as follows:

JTSX 300106 –300114, inclusive

and

JTSX 300337-300431, inclusive

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copies of the documents attached hereto have been compared with the originals and that the undersigned has found the copies to be complete and identical in all respects to the original documents.

Julie M. Woodard

Notary Public



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