RECORDATION NO 24609 FILED

SEP 25 '03 4-15 PM

SURFACE TRANSPORTATION BOARD

SEP 25 2003 RECEIVED

Joseph Transportation

Joseph Transportation Services, Inc.

a subsidiary of Joseph Transportation

September 24, 2003

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of August 13, 2003 between the following parties:

Lessee: Tucson Electric Power Company
3950 East Irvington Road
Tucson, AZ 85714

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

Please see Exhibit A attached hereto for the equipment, (111) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of August 13, 2003 related to one hundred eleven (111) railcars bearing reporting marks JTSX 900134-900370, sporadic and JTSX 900657-900759, inclusive.

Please file this agreement as a primary document. The amount of $30.00 for the filing fees is included on the enclosed check. 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) 621-8770 ext. 4137.

Sincerely,

Joseph Transportation Services, Inc.

Barbara A. Brzezicki
Contract Administrator

Enclosures

Corporate Offices: 300 Pike Street, Cincinnati, OH 45202-4222
Mail Address: P.O. Box 1077, Cincinnati, OH 45201-1077
513-929-4500 FAX 513-345-4375

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 13th day of August, 2003, is intended to evidence the lease dated as of August 13, 2003 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **TUCSON ELECTRIC POWER COMPANY,** an Arizona 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 eleven (111) 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.

By: Linda M. Baughman

Name: Linda M. Baughman

Title: Assistant Secretary

TUCSON ELECTRIC POWER COMPANY

By: [illegible]

Name: Michael J. DeConcini

Title: Sr. Vice President

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SURFACE TRANSPORTATION BOARD

STATE OF OHIO)
) **SS:**
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 13th day of August, 2003, by Linda M. Baughman, the Assistant Secretary of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Barbara A. Brzezicki
Notary Public

My Commission expires:
February 20, 2006

NOTARY PUBLIC STATE OF OHIO
BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF Arizona)
) **SS:**
COUNTY OF Pima)

The foregoing instrument was acknowledged before me this 19th day of August, 2003, by Michael J. DeCorsini the Sr. Vice President of Tucson Electric Power Company, an Arizona corporation, on behalf of the corporation.

Diana K. Durako
Notary Public

OFFICIAL SEAL
DIANA K. DURAKO
NOTARY PUBLIC-ARIZONA
PIMA COUNTY
My Comm. Expires Sept. 25, 2006

My Commission expires:

EXHIBIT A

To the Memorandum of Lease dated August 13, 2003, between Joseph Transportation Services, Inc. and Tucson Electric Power Company.

DESCRIPTION OF UNITS

One hundred eleven (111) railcars bearing reporting marks as follows:

OLD NUMBER		NEW NUMBER	
DJJX	244	JTSX	900657
DJJX	248	JTSX	900658
DJJX	249	JTSX	900659
DJJX	250	JTSX	900660
DJJX	251	JTSX	900661
DJJX	252	JTSX	900662
DJJX	253	JTSX	900663
DJJX	255	JTSX	900664
DJJX	256	JTSX	900665
DJJX	266	JTSX	900666
DJJX	268	JTSX	900667
DJJX	269	JTSX	900668
DJJX	271	JTSX	900669
DJJX	285	JTSX	900670
DJJX	286	JTSX	900671
DJJX	292	JTSX	900672
DJJX	296	JTSX	900673
DJJX	306	JTSX	900674
DJJX	307	JTSX	900675
DJJX	316	JTSX	900676
DJJX	319	JTSX	900677
DJJX	323	JTSX	900678
DJJX	324	JTSX	900679
DJJX	332	JTSX	900680
DJJX	334	JTSX	900681
DJJX	340	JTSX	900682
DJJX	341	JTSX	900683
DJJX	345	JTSX	900684
DJJX	347	JTSX	900685
DJJX	354	JTSX	900686
DJJX	359	JTSX	900687
DJJX	371	JTSX	900688
DJJX	374	JTSX	900689

OLD NUMBER		NEW NUMBER	
DJJX	376	JTSX	900690
DJJX	378	JTSX	900691
DJJX	379	JTSX	900692
DJJX	382	JTSX	900693
DJJX	383	JTSX	900694
DJJX	385	JTSX	900695
DJJX	393	JTSX	900696
DJJX	395	JTSX	900697
DJJX	397	JTSX	900698
DJJX	408	JTSX	900699
DJJX	412	JTSX	900700
DJJX	413	JTSX	900701
DJJX	414	JTSX	900702
DJJX	418	JTSX	900703
DJJX	419	JTSX	900704
DJJX	421	JTSX	900705
DJJX	455	JTSX	900706
DJJX	460	JTSX	900707
DJJX	461	JTSX	900708
DJJX	462	JTSX	900709
DJJX	465	JTSX	900710
DJJX	470	JTSX	900711
DJJX	471	JTSX	900712
DJJX	478	JTSX	900713
DJJX	480	JTSX	900714
DJJX	483	JTSX	900715
DJJX	484	JTSX	900716
DJJX	491	JTSX	900717
DJJX	497	JTSX	900718
DJJX	500	JTSX	900719
DJJX	501	JTSX	900720
DJJX	505	JTSX	900721
DJJX	507	JTSX	900722
DJJX	516	JTSX	900723
DJJX	519	JTSX	900724
DJJX	522	JTSX	900725
DJJX	523	JTSX	900726
DJJX	526	JTSX	900727
DJJX	527	JTSX	900728
DJJX	541	JTSX	900729
DJJX	544	JTSX	900730
DJJX	551	JTSX	900731
DJJX	555	JTSX	900732
DJJX	556	JTSX	900733
DJJX	558	JTSX	900734

OLD NUMBER		NEW NUMBER	
DJJX	560	JTSX	900735
DJJX	561	JTSX	900736
DJJX	563	JTSX	900737
DJJX	564	JTSX	900738
DJJX	566	JTSX	900739
DJJX	571	JTSX	900740
DJJX	573	JTSX	900741
DJJX	576	JTSX	900742
DJJX	577	JTSX	900743
DJJX	580	JTSX	900744
DJJX	581	JTSX	900745
DJJX	582	JTSX	900746
DJJX	583	JTSX	900747
DJJX	585	JTSX	900748
DJJX	586	JTSX	900749
DJJX	587	JTSX	900750
DJJX	588	JTSX	900751
DJJX	590	JTSX	900752
DJJX	10105	JTSX	900753
DJJX	10118	JTSX	900754
DJJX	10122	JTSX	900755
DJJX	10145	JTSX	900756
DJJX	10151	JTSX	900757
DJJX	10153	JTSX	900758
DJJX	10162	JTSX	900759

JTSX	900134
JTSX	900144
JTSX	900179
JTSX	900206
JTSX	900242
JTSX	900266
JTSX	900338
JTSX	900370