



The David J. Joseph Company



December 7, 2005

RECORDATION NO. 26024 FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

DEC 13 05

4-13 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Master Lease Agreements Schedule No. 005 dated as of November 29, 2005 between the following parties:

Lessee: Union Pacific Railroad Company
1400 Douglas Street
STOP 0780
Omaha, Nebraska 68179-0780

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

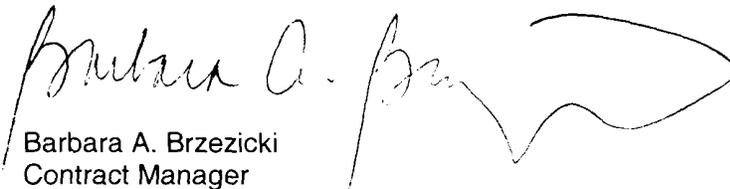
Please see Exhibit A for the equipment, (96) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Master Lease Agreement Schedule No. 005 dated as of November 29, 2005 related to ninety-six (96) railcars bearing reporting marks: CNW 471700 - 471797, sporadic

Please file this agreement as a primary document. The filing fee in amount of \$33.00 is included on the enclosed check for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,


Barbara A. Brzezicki
Contract Manager

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

**MEMORANDUM OF
RAILROAD EQUIPMENT MASTER LEASE AGREEMENT
SCHEDULE NO. 005**

SURFACE TRANSPORTATION BOARD

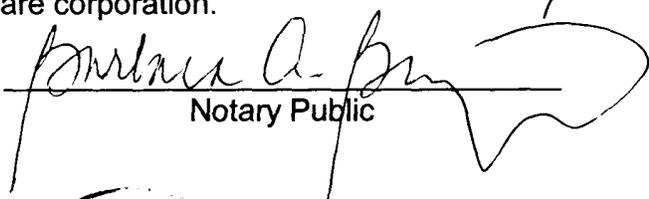
This **MEMORANDUM OF RAILROAD EQUIPMENT MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 29th day of November, 2005, is intended to evidence Schedule No. 005 dated November 29, 2005, to the Railroad Equipment Master Lease Agreement dated as of April 15, 1998 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY (f/k/a DJJ TRANSPORTATION SERVICES, INC.)**, a Delaware corporation (the "Lessor"), and **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessor has the right to lease the ninety-six (96) railcars described in Exhibit A attached hereto (the "Units"). Lessee leased 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.

LESSOR:**THE DAVID J. JOSEPH COMPANY**By: Name: Everett N. MartinTitle: Assistant SecretaryDate: 12/06/05**LESSEE:****UNION PACIFIC RAILROAD COMPANY**By: Name: Karen A. WatsonTitle: General Director-
Mechanical PurchasingDate: 11/30/05

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 6th day of December, 2005, by Everett N. Martin, the Assistant Secretary of The David J. Joseph Company, a Delaware corporation.



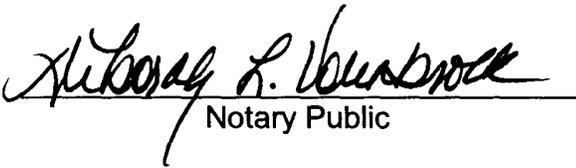
Notary Public



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

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) SS:

The foregoing instrument was acknowledged before me this 15th day of December, 2005, by Karen A. Watson, the General Director Purchasing of Union Pacific Railroad Company, a Delaware corporation, on behalf of the corporation.



Notary Public

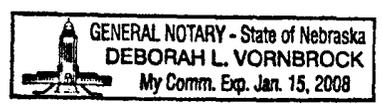


EXHIBIT A

To the Memorandum of Lease, Schedule No. 005, dated November 29, 2005, between The David J. Joseph Company and Union Pacific Railroad Company.

DESCRIPTION OF UNITS

Ninety-six (96) railcars bearing reporting marks as follows:

CNW 471700 – CNW 471731, inclusive
CNW 471733 – CNW 471748, inclusive
CNW 471750 – CNW 471797, inclusive