The David J. Joseph Company

JAN 9 2006
RECEIVED

January 6, 2006

RECORDATION NO 26104 FILED

JAN 09 '06 12-50 PM

SURFACE TRANSPORTATION BOARD

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

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Master Lease Agreements Schedule No. 006 dated as of December 12, 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, (431) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Master Lease Agreement Schedule No. 006 dated as of December 12, 2005 related to four hundred thirty-one (431) railcars bearing reporting marks: CNW 460501 - 460971, 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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILROAD EQUIPMENT MASTER LEASE AGREEMENT SCHEDULE NO. 006

This **MEMORANDUM OF RAILROAD EQUIPMENT MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 12th day of December, 2005, is intended to evidence Schedule No. 006 dated December 12, 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 four hundred thirty-one (431) railcars described in Exhibit B 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: Everett N. Martin

Name: Everett N. Martin

Title: Assistant Secretary

Date: 1/03/06

LESSEE:

UNION PACIFIC RAILROAD COMPANY

By: Karen A. Watson

Name: Karen A. Watson

Title: General Director-Mechanical Purchasing

Date: 12/19/05

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 3rd day of January, 2006, by Everett N. Martin, the Assistant Secretary of The David J. Joseph Company, a Delaware corporation.

Barbara A. Brzezicki
Notary Public

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

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 19th day of December, 2005, by Karen Watson, the Gen. Director Mech. Purchasing of Union Pacific Railroad Company, a Delaware corporation, on behalf of the corporation.

GENERAL NOTARY - State of Nebraska
DEBORAH L. VORNBROCK
My Comm. Exp. Jan. 15, 2008

Deborah L. Vornbrock
Notary Public

EXHIBIT B

To the Memorandum of Lease, Schedule No. 006, dated December 12, 2005, between The David J. Joseph Company and Union Pacific Railroad Company.

DESCRIPTION OF UNITS

Four hundred thirty-one (431) railcars bearing CNW reporting marks and numbers as follows:

460501	460549	460599	460642	460690	460735	460783	460830	460880	460926
460502	460551	460600	460643	460691	460736	460784	460831	460881	460927
460503	460552	460601	460644	460692	460738	460785	460832	460882	460928
460504	460553	460602	460645	460693	460739	460786	460833	460883	460929
460505	460554	460603	460646	460694	460741	460787	460834	460884	460930
460506	460556	460604	460647	460695	460743	460788	460836	460885	460931
460507	460557	460605	460648	460696	460744	460789	460838	460886	460932
460509	460559	460606	460649	460697	460745	460790	460839	460887	460933
460510	460560	460607	460650	460698	460746	460791	460840	460888	460934
460511	460561	460608	460651	460699	460747	460792	460841	460889	460935
460512	460562	460609	460652	460700	460748	460793	460842	460890	460936
460513	460564	460610	460653	460701	460749	460794	460844	460891	460937
460514	460565	460611	460654	460702	460750	460795	460845	460892	460938
460515	460566	460612	460655	460703	460751	460796	460846	460894	460939
460516	460567	460613	460656	460704	460752	460797	460847	460895	460940
460517	460568	460614	460657	460705	460753	460798	460848	460896	460941
460519	460569	460615	460658	460706	460754	460799	460849	460897	460942
460521	460570	460616	460659	460707	460755	460800	460850	460898	460943
460522	460571	460617	460660	460709	460756	460801	460851	460900	460944
460523	460572	460618	460661	460710	460757	460802	460852	460901	460945
460524	460573	460619	460662	460711	460758	460805	460854	460902	460946
460525	460574	460620	460663	460712	460759	460806	460855	460903	460947
460526	460576	460621	460664	460713	460760	460807	460856	460904	460949
460527	460577	460622	460665	460714	460761	460809	460857	460906	460950
460528	460578	460623	460666	460715	460762	460811	460859	460907	460951
460529	460579	460624	460667	460716	460763	460812	460860	460908	460952
460530	460580	460625	460668	460717	460765	460813	460861	460909	460953
460532	460581	460626	460671	460718	460766	460814	460862	460910	460954
460533	460582	460627	460673	460719	460767	460815	460863	460911	460955
460534	460583	460628	460674	460720	460768	460816	460864	460912	460956
460535	460584	460629	460675	460721	460769	460817	460866	460913	460957
460536	460585	460630	460676	460722	460770	460818	460867	460914	460958
460537	460586	460631	460677	460724	460771	460819	460868	460915	460959
460539	460587	460632	460678	460725	460772	460820	460869	460916	460960
460540	460588	460633	460679	460726	460773	460821	460870	460917	460961
460541	460589	460634	460680	460727	460774	460822	460871	460918	460962
460542	460591	460635	460682	460728	460775	460823	460872	460919	460963
460543	460592	460636	460683	460729	460776	460824	460873	460920	460964
460544	460593	460637	460684	460730	460777	460825	460874	460921	460965
460545	460595	460638	460685	460731	460778	460826	460875	460922	460966
460546	460596	460639	460686	460732	460780	460827	460877	460923	460967
460547	460597	460640	460688	460733	460781	460828	460878	460924	460968
460548	460598	460641	460689	460734	460782	460829	460879	460925	460969
									460971