

RAILCAR, Ltd.
Suite 315
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309-1847

(404) 352-6799
Fax (404) 352-6798

0100300064

RAILCAR

June 28, 1994

Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, D.C. 20423

RECORDATION NO. **18886** FILED 1425

Attn: Ms. Mildred Lee
Room 2303

JUL 6 1994 -2:25 PM
INTERSTATE COMMERCE COMMISSION

Re: Lease Agreement By and Between Railcar, Ltd. and Wisconsin Central Ltd.

Dear Ms. Lee:

Enclosed herewith are two (2) originally executed and notarized copies of a Summary Lease Agreement by and between Railcar, Ltd., a Georgia corporation acting as agent for C.K. Industries, Inc., a Florida corporation, as Lessor, and Wisconsin Central Ltd., an Illinois corporation, as Lessee. The Lease is for fifty (50), 50-foot cushioned underframe boxcars having AAR mechanical designation XL and bearing the reporting marks and car numbers WC 1700, 1703 - 1751, inclusive.

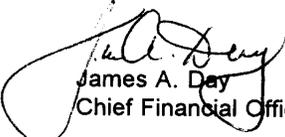
The address of the parties are as follows:

Railcar, Ltd.
1819 Peachtree Road, N.E., Suite 315
Atlanta, Georgia 30309

Wisconsin Central Ltd.
6250 North River Road, Suite 9000
Rosemont, Illinois 60018

I would appreciate your recording the enclosed Summary Lease Agreement and returning one (1) copy to me. A check for the filing fee in the amount of \$ 18.00 is enclosed.

Sincerely,


James A. Day
Chief Financial Officer

JAD/jfh

Enclosures: (2) Original Copies Of Summary Lease Agreements
Check

icc.record 1008.jd

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 12, 1994

JAMES A. DAY
RAILCAR, LTD.
1319 PEACHTREE RD., NE
SUITE 315
ATLANTA GA 30309-1847

Dear MR. DAY:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7-6-94 at 2:25 PM, and assigned recordation number(s) 18886

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature Solida M. Stokes

MEMORANDUM OF LEASE AGREEMENT

1. This Memorandum of Lease Agreement is made and entered into as of December 15, 1993, by and between RAILCAR, LTD., a Georgia corporation acting as agent for C.K. Industries, Inc., and Wisconsin Central Ltd., an Illinois corporation.

2. Railcar, Ltd. as agent for owner C.K. Industries, Inc., agrees to lease to Wisconsin Central Ltd. and Wisconsin Central Ltd. agrees to and hereby leases from Railcar, Ltd., as agent for owner C.K. Industries, the following:

Fifty (50) used, 50 foot, cushion underframe boxcars with the mechanical designation "XL" and bearing the reporting marks and car numbers WC 1700, 1703 -1751, inclusive.

3. The address of the parties are as follows:

Railcar, Ltd. (as agent for C.K. Industries, Inc.) (Lessor)
1819 Peachtree Road, N.E., Suite 315
Atlanta, Georgia 30309-1847

Wisconsin Central Ltd. (Lessee)
6250 North River Road, Suite 9000
Rosemont, Illinois 60018

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JUL 6 1994 -2 25 PM

INTERSTATE COMMERCE COMMISSION

4. The term of this Lease Agreement is seven (7) years beginning on the first day of the month following the month in which the last Car is delivered, but in no event later than July 1, 1994.

5. The terms and provisions of this lease are more particularly set forth in a Lease Agreement of even date by and between Wisconsin Central Ltd. and Railcar, Ltd. (as agent for C.K. Industries, Inc.).

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be executed as of the day and year first above written.

Railcar, Ltd. as agent for C.K. Industries, Inc.
(LESSOR)

By: Wilds L. Pierce
Wilds L. Pierce, President

[CORPORATE SEAL]

Wisconsin Central Ltd.
(LESSEE)

By: J. Power
Title: EVP - CFO

[CORPORATE SEAL]

STATE OF GEORGIA)
) ss
COUNTY OF FULTON)

On this 21st day of June, 1994, before me personally appeared Wilds L. Pierce, to me personally known, who being by me duly sworn says that he is President of the Railcar, Ltd., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joyce E. Carden
Notary Public
Notary Public, Clayton County, Georgia
My Commission Expires July 9, 1996

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 23rd day of JUNE, 1994, before me personally appeared T.F. POWER, JR.,
EVP - CFO, to me personally known, who being by me duly sworn says that he is _____ of the Wisconsin Central Ltd., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Catherine D. Aldana
Notary Public

