



RECORDATION NO. 20946 FILED

OCT 22 '97

9-13 AM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

October 15, 1997

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of September 15, 1997 for (113) railcars between the following parties:

Lessee: Soo Line Railroad Company
105 South Fifth Street
Minneapolis, MN 55405
Attention: Controller

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202
Attention: Vice President

Please see Exhibit A attached hereto for the equipment involved in this transaction. Please file this agreement as a primary document. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard
Documentation Assistant

Enclosures

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 22 9 13 AM '97

CERTIFICATE

The undersigned, Shelley B. Bacon Notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon
Notary Public

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

OCT 22 '97 9-13 AM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 15th day of September, 1997, is intended to evidence the lease dated as of September 15, 1997 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SOO LINE RAILROAD COMPANY**, a Minnesota 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 thirteen (113) 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.

DJJ TRANSPORTATION SERVICES, INC.

WITNESS:
Linda M. Fougeman
Melley B. Bacon

By: 
Name: Kenneth W. Miller, Jr.
Title: Vice President
Date: September 15, 1997

SOO LINE RAILROAD COMPANY

WITNESS:
Barbara
W Hamilton

By: 
Name: RA SALLEE
Title: VICE PRESIDENT
Date: SEPT. 30/97

EXHIBIT A

To the Memorandum of Lease dated September 15, 1997, between DJJ Transportation Services, Inc. and Soo Line Railroad Company, Inc.

DESCRIPTION OF UNITS

One hundred thirteen (113) railcars bearing reporting marks as follows:

SSMX 7001	SSMX 7027	SSMX 7054	SSMX 7084	SSMX 7108
SSMX 7002	SSMX 7028	SSMX 7056	SSMX 7085	SSMX 7109
SSMX 7003	SSMX 7029	SSMX 7057	SSMX 7087	SSMX 7111
SSMX 7004	SSMX 7030	SSMX 7058	SSMX 7088	SSMX 7112
SSMX 7005	SSMX 7031	SSMX 7059	SSMX 7089	SSMX 7113
SSMX 7006	SSMX 7032	SSMX 7060	SSMX 7090	SSMX 7114
SSMX 7007	SSMX 7033	SSMX 7061	SSMX 7091	SSMX 7115
SSMX 7008	SSMX 7034	SSMX 7062	SSMX 7092	SSMX 7116
SSMX 7009	SSMX 7035	SSMX 7063	SSMX 7093	SSMX 7117
SSMX 7010	SSMX 7036	SSMX 7066	SSMX 7094	SSMX 7118
SSMX 7012	SSMX 7037	SSMX 7068	SSMX 7095	SSMX 7119
SSMX 7013	SSMX 7039	SSMX 7169	SSMX 7196	SSMX 7122
SSMX 7015	SSMX 7041	SSMX 7070	SSMX 7097	SSMX 7123
SSMX 7018	SSMX 7142	SSMX 7071	SSMX 7098	SSMX 7124
SSMX 7019	SSMX 7043	SSMX 7072	SSMX 7099	SSMX 7125
SSMX 7020	SSMX 7044	SSMX 7073	SSMX 7100	SSMX 7126
SSMX 7021	SSMX 7045	SSMX 7074	SSMX 7101	SSMX 7127
SSMX 7022	SSMX 7048	SSMX 7075	SSMX 7102	SSMX 7128
SSMX 7023	SSMX 7049	SSMX 7077	SSMX 7103	SSMX 7129
SSMX 7024	SSMX 7050	SSMX 7078	SSMX 7104	SSMX 7130
SSMX 7025	SSMX 7051	SSMX 7079	SSMX 7105	SSMX 8010
SSMX 7026	SSMX 7052	SSMX 7080	SSMX 7106	SSMX 8011
	SSMX 7053	SSMX 7083	SSMX 7107	