



RECORDATION NO. *20947* FILED

OCT 22 '97

9-13AM

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 (36) 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

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BOARD

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

OCT 22 '97

9-13 AM

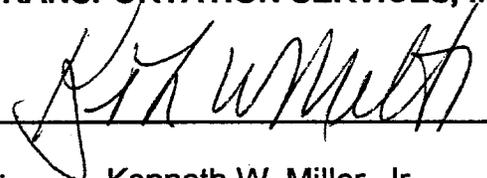
This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 15th day of September, 1997, is intended to evidence the lease dated as of September 15, 1997 (the "Lease"), between DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and SOO LINE RAILROAD COMPANY, 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 thirty-six (36) 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. Faughman
Melley B. Bacon

By: 

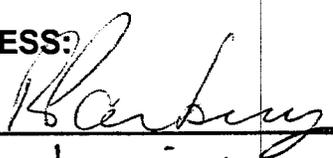
Name: Kenneth W. Miller, Jr.

Title: Vice President

Date: September 15, 1997

SOO LINE RAILROAD COMPANY

WITNESS:


W Hamilton

By: 

Name: R.A. 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

Thirty-six (36), railcars bearing reporting marks as follows:

DJJX 6375	DJJX 6492
DJJX 6376	DJJX 6496
DJJX 6382	DJJX 6300
DJJX 6388	DJJX 6305
DJJX 6405	DJJX 6316
DJJX 6406	DJJX 6326
DJJX 6424	DJJX 6333
DJJX 6434	DJJX 6337
DJJX 6446	DJJX 6353
DJJX 6452	DJJX 6373
DJJX 6455	DJJX 6507
DJJX 6458	DJJX 6516
DJJX 6462	DJJX 6527
DJJX 6465	DJJX 6529
DJJX 6476	DJJX 6532
DJJX 6477	DJJX 6545
DJJX 6479	DJJX 6547
DJJX 6480	DJJX 6549