



RECORDATION NO. 21135 FILED

JAN 5 '98 2-39 PM

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

December 30, 1997

JAN 5 2 39 PM '98  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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 December 1, 1997 for (75) railcars between the following parties:

Lessee: Wisconsin Central Ltd.  
P.O. Box  
Rosemont, IL 60017-5062  
Attn: Robert C. Grinrod

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

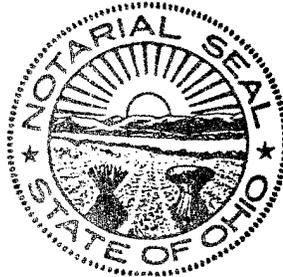
Julie M. Woodard  
Documentation Assistant

Enclosures

**CERTIFICATE**

The undersigned, Julie M. Woodard 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.

Julie M. Woodard  
Notary Public



**JULIE M. WOODARD**  
Notary Public, State of Ohio  
My Commission Expires **Sept. 24, 2002**

JAN 5 '98 2-39 PM

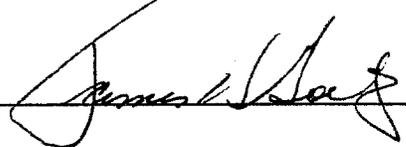
**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

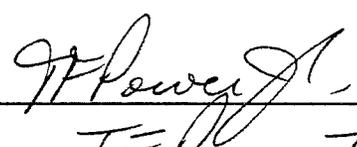
This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 1<sup>st</sup> day of December, 1997, is intended to evidence the lease dated as of November 13, 1997 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **WISCONSIN CENTRAL LTD.**, an Illinois 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 seventy-five (75) 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.**

**WISCONSIN CENTRAL LTD.**

By: 

By: 

Name: James H. Goetz

Name: T. Power Jr.

Title: Vice President

Title: FVP - CFO

Date: December 1, 1997

Date: 12-15-97

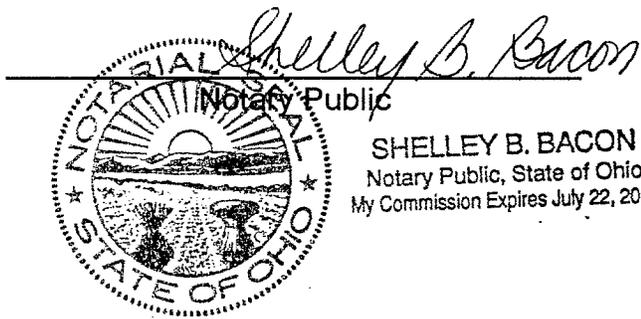
STATE OF OHIO )  
 )  
COUNTY OF HAMILTON )

SS:

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of December, 1997, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

July 22, 2002



STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

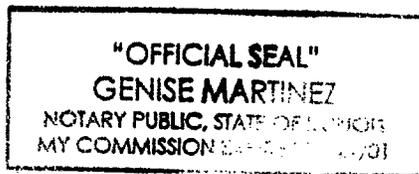
SS:

The foregoing instrument was acknowledged before me this 15th day of December, 1997, by T,F, POWER, JR, the EVP-CFO of Wisconsin Central Ltd., an Illinois corporation, on behalf of the corporation.

Genise Martinez  
Notary Public

My Commission expires:

07/21/01



## **EXHIBIT A**

To the Memorandum of Lease dated November 13, 1997, between DJJ Transportation Services, Inc. and Wisconsin Central Ltd.

### **DESCRIPTION OF UNITS**

Seventy-five (75) railcars bearing reporting marks as follows:

AHW 41600 - 41674, inclusive