

9



RECORDATION NO. 21387 FILED

MAY 7 '98

3-31 PM

DJJ Transportation Services, Inc.

a subsidiary of

The David J. Joseph Company

March 31, 1998

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 March 4, 1998 for (25 - 50) railcars between the following parties:

Lessee: Wisconsin & Southern Railroad Company  
5300 North 33<sup>rd</sup> Street  
Milwaukee, WI 53209  
Attn: Bill Gardner

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

See  
Rec #  
21477

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 7 3 31 PM '98

**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

RECORDATION NO. 21387 FILED

MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT

MAY 7 '98

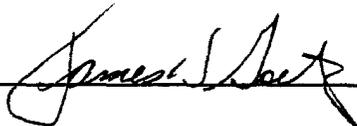
3-31 PM

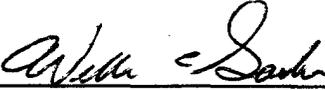
This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 4<sup>th</sup> day of March, 1998, is intended to evidence the lease dated as of March 4, 1998 (the "Lease"), between DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and WISCONSIN AND SOUTHERN RAILROAD COMPANY, a Wisconsin 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 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 AND SOUTHERN  
RAILROAD COMPANY

By: 

By: 

Name: James H. Goetz

Name: William E. Gardner

Title: Vice President

Title: President

Date: March 4, 1998

Date: March 9-98

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON ) SS:

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of March, 1997, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M. Woodard  
Notary Public

My Commission expires:

Sept. 24, 2002



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

STATE OF Wisconsin )  
 )  
COUNTY OF Milwaukee ) SS:

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of March, 1998, by William Gardner, the President of Wisconsin and Southern Railroad Company, a Wisconsin corporation, on behalf of the corporation.

Peggy Nolin  
Notary Public

My Commission expires:

Dec. 30, 2001

## **EXHIBIT A**

To the Memorandum of Lease dated March 4, 1998, between DJJ Transportation Services, Inc. and Wisconsin and Southern Railroad Company.

### **DESCRIPTION OF UNITS**

Twenty-five (25) to Fifty (50) railcars bearing reporting marks beginning with WSOR 41001 and ending with WSOR 41050.