

RECORDATION NO. 21477 FILED

JUN 22 '98

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 22, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Railroad Equipment Lease Agreement, dated June 12, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease previously filed with the Board under Recordation Number 21387.

The names and addresses of the parties to the enclosed document are:

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202-4214

Lessee: Wisconsin and Southern Railroad Company
PO Box 9229
Milwaukee, WI 53209

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) railcars bearing WSOR reporting marks and road numbers 41001 through 41050, inclusive

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BOARD

Auth.
Country Club

Mr. Vernon A. Williams
June 22, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A

To the Memorandum of Lease dated June 12, 1998, between DJJ Transportation Services, Inc. and Wisconsin and Southern Railroad Company.

DESCRIPTION OF UNITS

Fifty (50) railcars bearing reporting marks and numbers as follows:

WSOR 41001 - 41050, inclusive

JUN 22 '98

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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 12th day of June, 1998, is intended to evidence Amendment No. 1 to Railroad Equipment Lease dated as of June 12, 1998 (the "Amendment"), 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 fifty (50) 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 Railroad Equipment Lease dated March 4, 1998 ("Lease").

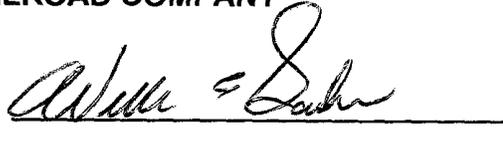
FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum") dated March 4, 1998, between Lessor and Lessee was duly filed with the Surface Transportation Board on May 7, 1998 with Recordation No. 21387. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 21387-A.

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: Kenneth W. Miller, Jr.

Name: William E Gardner

Title: Vice President

Title: President

Date: June 12, 1998

Date: 6-15-98

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 12th day of June, 1998, by Kenneth W. Miller, Jr., the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Shelley B. Bacon
Notary Public

My Commission expires:
July 22, 2002



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

STATE OF WISCONSIN)
)
COUNTY OF MILWAUKEE) SS:

The foregoing instrument was acknowledged before me this 15 day of June, 1998, by William E. Gardner, the President of Wisconsin and Southern Railroad Company, a Wisconsin corporation, on behalf of the corporation.

Peggy Nolin
Notary Public

My Commission expires:
12-30-01