

RECORDATION NO. 18931 FILED 1925

AUG 15 1994 -3 10 PM

IN INTERSTATE COMMERCE COMMISSION



6189337070

The David J. Joseph Company

August 11, 1994

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of July 16, 1994, between the following parties:

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Lessee: Wisconsin Central, Ltd.  
One O'Hare Centre  
Suite 900  
6250 North River Road  
Rosemont, IL 60018

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$18.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

*Julia R. Jones*  
Julia R. Jones  
Documentation Assistant

Enclosures

Railroad Equipment Leasing  
and Marketing Division

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4397

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

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INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of July 16, 1994 is intended to evidence the Railroad Equipment Lease Agreement dated as of July 16, 1994 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware Corporation (the "Lessor"), and WISCONSIN CENTRAL, LTD. an Illinois Corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the forty-three (43) railcars more fully described in Exhibit A, attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

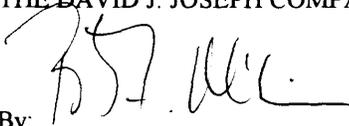
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

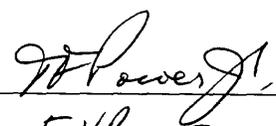
LESSOR:

LESSEE:

THE DAVID J. JOSEPH COMPANY

WISCONSIN CENTRAL, LTD.

By: 

By: 

Title: Vice President

Title: EVP-CFO

Date: 7-19-94

Date: 7-16-94

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

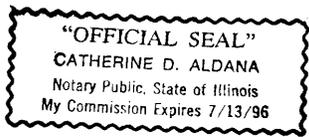
The foregoing instrument was acknowledged before me this 19th day of July, 1994, by Douglas McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Kathy J. Shaner  
Notary Public  
KATHY J. SHANER  
Notary Public, State of Ohio  
My Commission Expires June 7, 1997

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

The foregoing instrument was acknowledged before me this 16th day of July, 1994, by T.F. Power, Jr. the EVP-CFO of Wisconsin Central, Ltd., an Illinois corporation on behalf of the corporation.

Catherine D. Aldana  
Notary Public



**EXHIBIT A**

To the Memorandum of Railroad Equipment Lease Agreement dated July 16, 1994  
between The David J. Joseph Company and Wisconsin Central, Ltd.

**DESCRIPTION OF UNITS**

Forty-three (43) 100 ton, open top hopper railcars bearing reporting marks as follows:

WC 200	WC 226
WC 201	WC 227
WC 202	WC 228
WC 203	WC 229
WC 204	WC 230
WC 205	WC 231
WC 206	WC 233
WC 207	WC 234
WC 209	WC 235
WC 210	WC 236
WC 211	WC 237
WC 212	WC 238
WC 213	WC 239
WC 215	WC 240
WC 217	WC 241
WC 218	WC 242
WC 219	WC 243
WC 220	WC 244
WC 221	WC 246
WC 223	WC 247
WC 225	WC 249

CERTIFICATE

The undersigned, Kathy Shaner, a 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.

  
Notary Public

KATHY J. SHANER  
Notary Public, State of Ohio  
My Commission Expires June 7, 1997