



The David J. Joseph Company

19058
~~1000~~ 97

October 14, 1994

Ms. Mildred Lee
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., NW
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 5, 1994 between the following parties:

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

Lessee: The Kansas City Southern Railway Company
 ✓ 14 West 11th Street
 Kansas City, MO 64105

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
Documentation Assistant

Enclosures
/rj

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

Interstate Commerce Commission
Washington, D.C. 20423

11/14/94

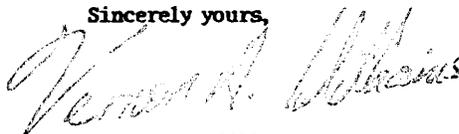
OFFICE OF THE SECRETARY

Julia R. Jones
Documentation Assistant
300 Pike Street
Cincinnati, Ohio 45202-4214

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/10/94 at 3:05PM, and assigned recordation number(s). 19058 and 19059.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

(0100429037)

42.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19058 97

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.

Kathy J. Shaner

Notary Public

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

MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of July 5, 1994 is intended to evidence the Railroad Equipment Lease Agreement dated as of July 5, 1994 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation (the "Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri 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 thirty (30) 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

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: [Signature]

By: [Signature]

Title: VICE PRESIDENT

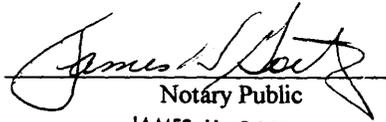
Title: Sr. VP. Marketing

Date: July 5, 1994

Date: 9/27/94

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 5th day of July, 1994, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.


Notary Public
JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995

STATE OF Missouri)
) SS
COUNTY OF Jackson)

The foregoing instrument was acknowledged before me this 27th day of September, 1994, by Martha J. Logler the Public Chen Marketing of The Kansas City Southern Railway Company, a Missouri corporation on behalf of the corporation.

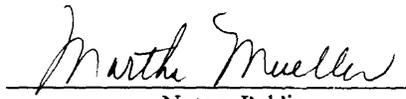

Notary Public
MARTHA MUELLER
NOTARY PUBLIC STATE OF MISSOURI
CLAY COUNTY
MY COMMISSION EXP. MAY 17, 1997

EXHIBIT A

To the Memorandum of Railroad Equipment Lease Agreement dated July 5, 1994
between The David J. Joseph Company and The Kansas City Southern Railway Company.

DESCRIPTION OF UNITS

Thirty (30), 1992 AAR Official Rebuilt, 100 ton, 65 foot gondola railcars bearing
reporting marks as follows:

KCS 805001	KCS 805024
KCS 805002	KCS 805026
KCS 805003	KCS 805027
KCS 805004	KCS 805028
KCS 805006	KCS 805029
KCS 805007	KCS 805030
KCS 805008	KCS 805031
KCS 805009	KCS 805032
KCS 805010	KCS 805033
KCS 805012	KCS 805034
KCS 805013	KCS 805035
KCS 805014	KCS 805036
KCS 805015	KCS 805037
KCS 805016	KCS 805038
KCS 805018	KCS 805039