



② \$42.00

The David J. Joseph Company

October 14, 1994

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19059 97 19059

Ms. Mildred Lee
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., NW
Washington, DC 20423

RECEIVED
OCT 21 9 30 AM '94

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
114 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

Julia R. Jones
Documentation Assistant

RECEIVED
OCT 19 9 08 AM '94

/jrj
Enclosures

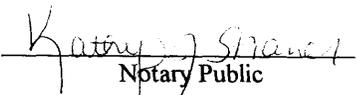
Railroad Equipment Leasing
and Marketing Division

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

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

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, 1995



The David J. Joseph Company

November 7, 1994

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Ave., N W
Room 2303
Washington, DC 20423

Dear Ms. Lee:

Enclosed is a check for the balance owed on the two documents you are holding, as I was unaware that the filing fee had gone up to \$21.00 per document.

Thank you for your prompt attention to this matter.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Documentation Assistant

Enclosure

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and Marketing Division**

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19059 *df*

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of July 6, 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 twenty-five (25) 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: *James A. Lee*
Title: *Division Vice President*
Date: *July 6, 1994*

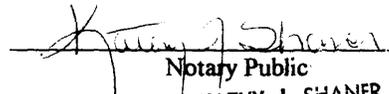
By: *[Signature]*
Title: *S. V.P. Marketing*
Date: *9/27/94*

APPROVED AS TO FORM

N.C. B. [Signature]

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 6th day of July, 1994, by James H. Goetz, Division Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.


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

STATE OF Missouri)
) SS
COUNTY OF Jackson)

The foregoing instrument was acknowledged before me this 27th day of September, 1994, by Timothy J. Rogers the Sr. Vice Pres. - 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

Twenty-five (25), 1973 built, 100 ton, 4'6" sided, gondola railcars bearing reporting marks KCS 805050-805074, inclusive.