

0100378007



The David J. Joseph Company

September 20, 1994

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

RECORDATION NO. 18989 FILED 1425  
SEP 26 1994 -2 40 PM  
INTERSTATE COMMERCE COMMISSION

SEP 26 2 37 PM '94  
LICENSING DIVISION

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of August 5, 1994, between the following parties:

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

Lessee: Chicago and North Western Railway Company  
One North Western Center  
Chicago, IL 60606

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

/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, 1997

Interstate Commerce Commission  
Washington, D.C. 20423

9/26/94  
9/26j

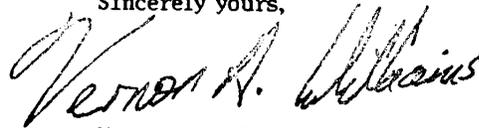
OFFICE OF THE SECRETARY

Julia R. Jones  
Documentation Assistant  
The David J. Joseph Company  
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 9/26/94 at 2:40PM, and assigned recordation number(s). 18989.

Sincerely yours,



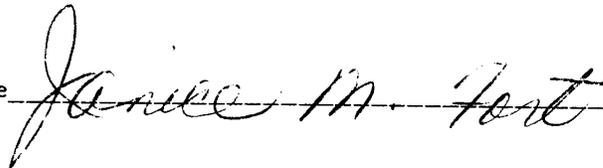
Vernon A. Williams  
Acting Secretary

Enclosure(s)

(0100378007)

\$ 18.00 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



**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

RECORDATION NO. 8989 FILED 1425

SEP 26 1994 -2 30 PM

INTERSTATE COMMERCE COMMISSION

This **MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT** ("Memorandum of Lease") made as of August 5, 1994, is intended to evidence the Railroad Equipment Lease Agreement dated as of August 5, 1994 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation (the "Lessor"), and CHICAGO AND NORTH WESTERN RAILWAY COMPANY, a Delaware 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-five (35) 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.

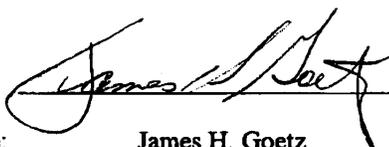
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

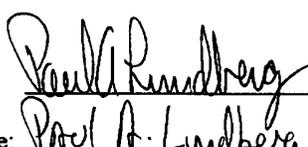
**LESSOR:**

**LESSEE:**

**THE DAVID J. JOSEPH COMPANY**

**CHICAGO AND NORTH WESTERN RAILWAY  
COMPANY**

By:   
Name: James H. Goetz

By:   
Name: Paul A. Lundberg

Title: Division Vice President

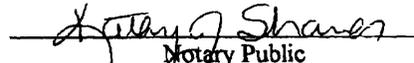
Title: Senior Vice President - Trans. Svcs.

Date: August 5, 1994

Date: 8/19/94

STATE OF OHIO            )  
                                  )    SS:  
COUNTY OF HAMILTON )

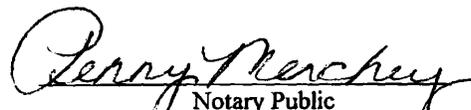
The foregoing instrument was acknowledged before me this 5th day of August, 1994, by James H. Goetz, the Division Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the Company.

  
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 19th day of August, 1994, by Paul A. Lundberg, the Senior Vice President-Transportation Services of Chicago and North Western Railway Company, a Delaware corporation, on behalf of the Company.



  
Notary Public

**EXHIBIT A**

To the Memorandum of Lease dated August 5, 1994, between The David J. Joseph Company and Chicago and North Western Railway Company.

**DESCRIPTION OF UNITS**

Thirty-five (35), 65-foot, 100-ton, rebuilt gondola railcars bearing reporting marks as follows:

CNW 370100-370134, INCLUSIVE