



The David J. Joseph Company

November 15, 1995

100858031  
19716

1995

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

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of September 1, 1995, between the following parties

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

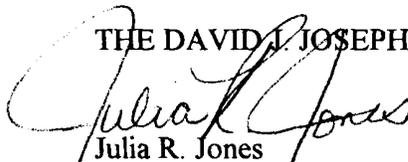
Lessee: Soo Line Railroad Company  
105 South Fifth Street  
Minneapolis, MN 55405

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

Please file this agreement as a primary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

  
Julia R. Jones  
Documentation Assistant

Enclosures

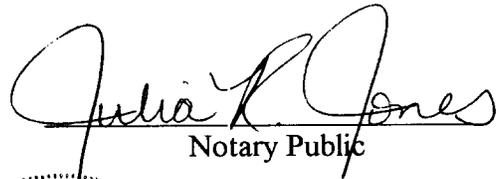
Railroad Equipment Leasing  
and Marketing Division

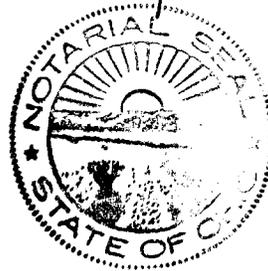
300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4433

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

**CERTIFICATE**

The undersigned, Julia Jones, 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



**JULIA R. JONES**  
Notary Public, State of Ohio  
My Commission Expires Feb. 27, 2000



Interstate Commerce Commission  
Washington, D.C. 20423-0001

11/20/95

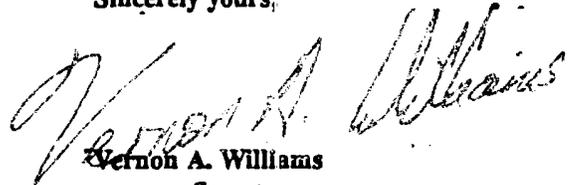
Office Of The Secretary

Julia R. Jones  
Documentation Assistant  
The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202-4214

Dear  
Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/20/95 at 10:20AM , and assigned recordation number(s). 19716.

Sincerely yours,

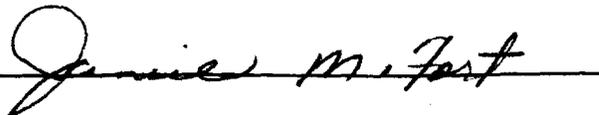
  
Vernon A. Williams  
Secretary

Enclosure(s)

(0100858031)

\$ 21.00 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**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 1st day of September, 1995, is intended to evidence the Railroad Equipment Lease Agreement dated as of September 1, 1995 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation (the "Lessor") and **SOO LINE RAILROAD COMPANY**, a Minnesota 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 one hundred seventy (170) railcars 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.

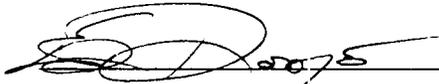
**LESSOR:**

**LESSEE:**

**THE DAVID J. JOSEPH COMPANY**

**SOO LINE RAILROAD COMPANY**

By: 

By: 

Name: Douglas F. McMillan

Name: Edwin V. Dodge

Title: Vice President

Title: President & CEO

*R.S.*

Date: September 1, 1995

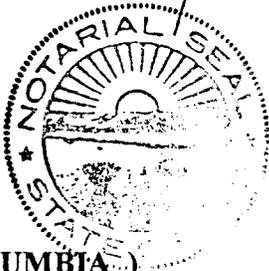
Date: October 2, 1995



STATE OF OHIO )  
 )  
COUNTY OF HAMILTON ) SS:

The foregoing instrument was acknowledged before me this 1st day of September, 1995, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

*Julia R. Jones*  
\_\_\_\_\_  
Notary Public



**JULIA R. JONES**  
Notary Public, State of Ohio  
My Commission Expires Feb. 27, 2000

PROVINCE OF BRITISH COLUMBIA )  
 ) SS:  
COUNTY OF VANCOUVER )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of <sup>079</sup>~~September~~ October, 1995, by Edwin Vernon Dodge, the President of Soo Line Railroad Company, a Minnesota corporation, on behalf of the corporation.

*D. F. Barnhardt*  
\_\_\_\_\_  
Notary Public

**DON BARNHARDT**  
Barrister & Solicitor  
360 - 601 WEST CORDOVA STREET  
VANCOUVER, B.C. V6B 1G1  
TELEPHONE: 643-3552

*[Handwritten initials]*

**EXHIBIT A**

To the Memorandum of Lease dated September 1, 1995, between The David J. Joseph Company and Soo Line Railroad Company.

**DESCRIPTION OF UNITS**

One hundred seventy (170) railcars bearing reporting marks as follows:

SSMX 5000-5006, INCLUSIVE  
SSMX 5008-5013, INCLUSIVE  
SSMX 5015-5046, INCLUSIVE  
SSMX 5048-5126, INCLUSIVE  
SSMX 5128-5157, INCLUSIVE  
SSMX 5159-5174, INCLUSIVE

