

The CIT Group/  
Capital Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, NY 10036



18453

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INTERSTATE COMMERCE COMMISSION

0100037013

October 27, 1993

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

Re: Lease of Railroad Equipment between  
Wisconsin & Southern Railroad Company  
and The CIT Group/Equipment Financing, Inc.  
Dated as of November 24, 1992

Dear Mrs. Lee:

Enclosed please find three originally executed and notarized Memorandum of Lease of Railroad Equipment as of November 24, 1993. I request that you record the enclosed Memorandum of Lease of Railroad Equipment and have enclosed check in the amount of \$16.00 to cover the filing fee.

Please return two copies of the stamped recorded Memorandum of Leases to the address noted above. Should you require any additional information, please call me at (212) 536-9463.

Very truly yours,

Heidi Liss

HL/gg

LICENSING BRANCH

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RECEIVED  
OFFICE OF THE  
SECRETARY

11/8/93

**Interstate Commerce Commission**  
Washington, D.C. 20423

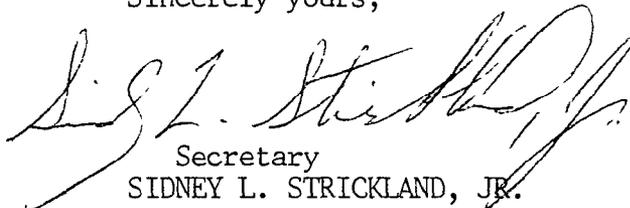
OFFICE OF THE SECRETARY

Heidi Liss  
The CIT Group  
Capital Equipment Financing, Inc  
1211 Avenue of The Americas  
New York, N.Y. 10036

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 **11/8/93** at **10:25am**, and assigned recordation number(s). **18453**

Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18453

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MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of October 11, 1993 is intended to evidence the Lease of Railroad Equipment, dated as of November 24, 1992 (the "Lease") between THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation (the "Lessor"), and the WISCONSIN & SOUTHERN RAILROAD COMPANY, a Wisconsin 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 refrigerated boxcars, more fully described in Schedule A 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 CIT GROUP/EQUIPMENT  
FINANCING INC.

WISCONSIN & SOUTHERN RAILROAD  
COMPANY

By: Catherine Spink

By: Willie E. Dahn

Title: Vice President

Title: President

Date: 10-20-93

Date: 10-12-93

SCHEDULE A

to

Memorandum of Lease of Railroad Equipment  
between The CIT Group/Equipment Financing, Inc. and  
Wisconsin & Southern Railroad Company

Dated as of November 24, 1992

<u>Description</u>	<u>Old Equipment No.</u>	<u>New Equipment No.</u>
Twelve (12), seventy (70) ton, mechanical, insulated, refrigerated boxcars	FGMR 13034 13042 13062 13076 13109 13192 13202 13207 13256 13359	WSOR 1500-1511
	WICT 3000 3001	

STATE OF NEW YORK )  
 ) §  
COUNTY OF NEW YORK )

On this 20 day of OCTOBER, 1993, before me personally appeared Catherine Stojlich, to me personally known, who, being by me duly sworn, says that she is a Vice President of **THE CIT GROUP/EQUIPMENT FINANCING, INC.**, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marian Valitzky  
Notary Public

My Commission Expires:

**MARIAN VALITZKY**  
Notary Public, State of New York  
No. 31-4991572  
Qualified in New York County  
Commission Expires 2/3/94

[Notarial Seal]

STATE OF WISCONSIN )  
 ) §  
COUNTY OF MILWAUKEE )

On this 12<sup>th</sup> day of October, 1993, before me personally appears WILLIAM GARDNER to me personally known, who being by me duly sworn says that he is PRESIDENT of the **WISCONSIN & SOUTHERN RAILROAD COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Doyle  
Notary Public

My Commission Expires:

12-29-96

[Notarial Seal]

