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SURFACE TRANSPORTATION BOARD

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July 30, 2010

VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, D.C. 20423
Attn: Office of Recordations

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Loan and Security Agreement, dated as of July 27, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names of the parties to the enclosed document are:

SECURED PARTY:

Fifth Third Bank
222 South Riverside Plaza, 32nd Floor
Chicago, Illinois 60606

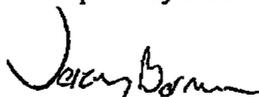
DEBTORS:

Wisconsin & Southern Railroad Co.
Northern Rail Car Leasing, Inc.
Gardner Realty Corporation
5300 North 33rd Street
Milwaukee, Wisconsin 53209

Included in the property covered by the aforesaid Loan and Security Agreement are all rolling stock and locomotives intended for use related to interstate commerce, or interest therein owned by the debtors at the date of said Loan and Security Agreement or thereafter acquired by any of them or their successors as owners of the property covered by the Loan and Security Agreement.

Additionally a check made payable to the order of the Surface Transportation Board in the amount of \$41.00, which I understand to be the appropriate fee for the recordation of this document, is being provided via overnight mail.

Respectfully submitted,


Jeremy M. Berman

JMB/jb
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF
LOAN AND SECURITY AGREEMENT**

THIS MEMORANDUM OF LOAN AND SECURITY AGREEMENT (the "Memorandum") dated as of July 27, 2010 is made by and between Fifth Third Bank , an Ohio banking corporation, 222 South Riverside Plaza, 32nd Floor, Chicago, Illinois 60606, (the "Bank"), and Wisconsin & Southern Railroad Co., a Wisconsin corporation, Northern Rail Car Leasing, Inc., a Wisconsin corporation, and Gardner Realty Corporation, a Wisconsin corporation, each of whose address is 5300 North 33rd Street, Milwaukee, Wisconsin 53209 (collectively, "Borrowers").

Borrowers and the Bank hereby state the following:

1. Borrowers and the Bank are parties to that certain Loan and Security Agreement dated as of July __, 2010 (the "Loan Agreement") (capitalized terms used herein and not otherwise defined shall have the meaning given in the Loan Agreement), whereby the Bank loaned Borrowers certain funds.
2. Pursuant to the terms of the Loan Agreement and to secure the payment and performance of any and all of Borrowers' obligations to the Bank, Borrowers granted to the Bank a continuing, first priority security interest in and to, and chattel mortgage lien on, all of the Borrowers' right, title and interest in and to the Locomotives, Rolling Stock and Equipment, whether now owned or hereafter acquired, to have and to hold all and every part of the Locomotives, Rolling Stock and Equipment, including but not limited to the Rolling Stock identified on Exhibit 1, unto the Bank, its successors and assigns, for its and their own use and benefit forever.

--The rest of this page intentionally left blank – signature page follows--

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:

Jenette J. [Signature]

WISCONSIN & SOUTHERN RAILROAD
CO.,
a Wisconsin corporation

By: [Signature]
Its: CEO

WITNESS:

Jenette J. [Signature]

NORTHERN RAIL CAR LEASING, INC.,
a Wisconsin corporation

By: [Signature]
Its: CEO

WITNESS:

Jenette J. [Signature]

GARDNER REALTY CORPORATION,
a Wisconsin corporation

By: [Signature]
Its: CEO

WITNESS:

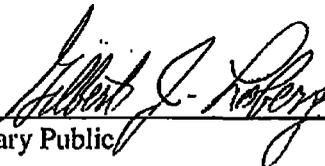
FIFTH THIRD BANK, an Ohio banking
corporation,

By: _____
Its: _____

STATE OF Wisconsin)
) ss
COUNTY OF Milwaukee)

On this 20 day of July, 2010, before me, a Notary Public of the County and State aforesaid, personally appeared William Gardner to me personally known, who being by me duly sworn, says that he is the CEO of Wisconsin & Southern Railroad Co., a Wisconsin corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Notary Public

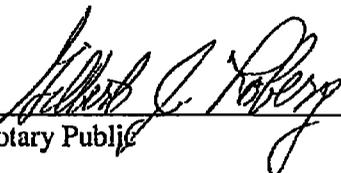
My Commission Expires:

4-17-11

STATE OF Wisconsin)
) ss
COUNTY OF Milwaukee)

On this 20 day of July, 2010, before me, a Notary Public of the County and State aforesaid, personally appeared William Gardner to me personally known, who being by me duly sworn, says that he is the CEO of Northern Rail Car Leasing, Inc., a Wisconsin corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Notary Public

My Commission Expires:

4-17-11

STATE OF Wisconsin)
) ss
COUNTY OF Milwaukee)

On this 20 day of July, 2010, before me, a Notary Public of the County and State aforesaid, personally appeared William Gardner to me personally known, who being by me duly sworn, says that he is the CEO of Gardner Realty Corporation, a Wisconsin corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Gilbert J. Fabrega
Notary Public

My Commission Expires:

4-17-11

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this ___ day of July, 2010, before me, a Notary Public of the County and State aforesaid, personally appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of Fifth Third Bank, an Ohio banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

IN WITNESS WHEREOF, Borrowers and Bank have executed this Loan and Security Agreement as of the date first above written.

WISCONSIN & SOUTHERN RAILROAD CO.,
a Wisconsin corporation

By: _____
Its: _____

NORTHERN RAIL CAR LEASING, INC.,
a Wisconsin corporation

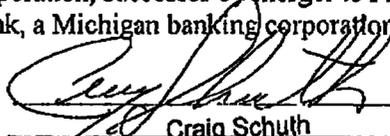
By: _____
Its: _____

GARDNER REALTY CORPORATION,
a Wisconsin corporation

By: _____
Its: _____

Agreed and accepted:

FIFTH THIRD BANK, an Ohio banking
corporation, successor by merger to Fifth Third
Bank, a Michigan banking corporation

By: 
Its: _____
Craig Schuth
Vice President
Fifth Third Bank

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:

WISCONSIN & SOUTHERN RAILROAD
CO.,
a Wisconsin corporation

By: _____
Its: _____

WITNESS:

NORTHERN RAIL CAR LEASING, INC.,
a Wisconsin corporation

By: _____
Its: _____

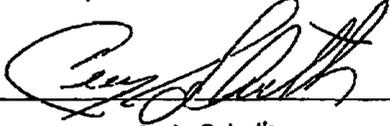
WITNESS:

GARDNER REALTY CORPORATION,
a Wisconsin corporation

By: _____
Its: _____

WITNESS:

FIFTH THIRD BANK, an Ohio banking
corporation,

By: 
Its: _____
Craig Schuth
Vice President
Fifth Third Bank

STATE OF _____)
) ss
COUNTY OF _____)

On this ___ day of July, 2010, before me, a Notary Public of the County and State aforesaid, personally appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of Gardner Realty Corporation, a Wisconsin corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 22 day of July, 2010, before me, a Notary Public of the County and State aforesaid, personally appeared Craig Schuth to me personally known, who being by me duly sworn, says that he is the VP of Fifth Third Bank, an Ohio banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Catherine M. Meyers
Notary Public

My Commission Expires:

April 8, 2013