

RECORDATION NO. 18894-C, D FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

MAR 31 '98 12-35 PM

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OF COUNSEL
URBAN A. LESTER

March 31, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Assignment and Assumption Agreement, and two (2) copies of a Memorandum of Rights, both dated as of February 26, 1998, secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Memorandum of Railroad Equipment Lease Agreement and subsequent documents associated therewith which were previously filed with the Commission under Recordation Number 18894.

The names and addresses of the parties to the enclosed documents are:

Assignor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

Assignee: MetLife Capital, Limited Partnership
10900 NE 4th Street
Bellevue, Washington 98004

A description of the railroad equipment covered by the enclosed documents is:

31 railcars bearing CHTT reporting marks and road numbers set forth on Schedule I attached to the Memorandum.

RECEIVED
SURFACE TRANSPORTATION
BOARD

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Quita
Clayton

Vernon A. Williams
March 31, 1998
Page 2

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY

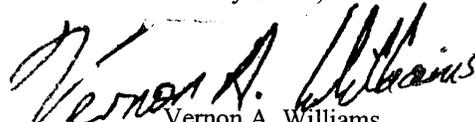
Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20005-2973

DATE:3/31/98

Dear Sir :

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C
11301 and 49 CFR 1177.3 (c), on 3/31/98 at 12:35 PM
assigned recordation numbers (s). 18894-C and 18894-D.

Sincerely Yours,

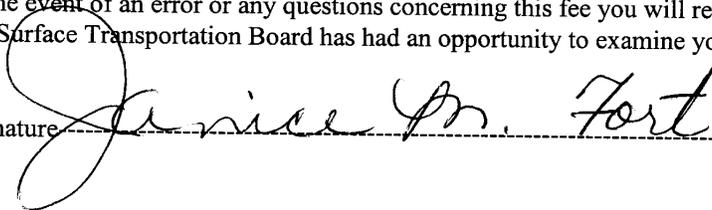

Vernon A. Williams
Secretary

Enclosure(s)

52.00

\$-----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. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature



RECORDATION NO. 18894-C FILED
MAR 31 '98 12-35 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Assignment Agreement") made and entered into as of February 26, 1998, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("ASSIGNOR") and **METLIFE CAPITAL, LIMITED PARTNERSHIP**, a Delaware limited partnership ("ASSIGNEE").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement dated May 3, 1994, as amended by Amendment No. 1 dated October 2, 1997 and Amendment No. 2 dated January 12, 1998, between ASSIGNOR, as Lessor, and Union Pacific Railroad Company, as Lessee, (the "Lease"), for thirty-one (31) railcars bearing the railroad reporting markings set forth on Schedule I.

2. This Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

DJJ TRANSPORTATION SERVICES, INC.

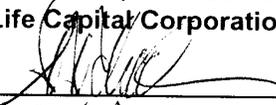
By:  _____

Name: Douglas F. McMillan

Title: President

METLIFE CAPITAL, LIMITED PARTNERSHIP

By: MetLife Capital Corporation, General Partner

By:  _____

Name: Scott A. Miles

Title: VP

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 26th day of February, 1998, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Memorandum of Assignment and Assumption Agreement for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Memorandum of Assignment and Assumption Agreement as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of February, 1998.

Shelley B. Bacon
(Notary Signature)

My commission expires:

July 22, 2002



SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF WASHINGTON)
) SS:
COUNTY OF KING)

On this 27th day of February, 1998, before me the subscriber, Cheri Laudenslager, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Scott Rhodes, to me personally known, who stated and acknowledged that he/she is the Vice President of MetLife Capital Corporation, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this Memorandum of Assignment and Assumption Agreement for and in the name and on behalf of said corporation as General Partner of MetLife Capital, Limited Partnership and further stated and acknowledged that he/she has so signed, executed and delivered this Memorandum of Assignment and Assumption Agreement as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27th day of February, 1998.

Cheri Laudenslager
(Notary Signature)

My commission expires:

June 22, 2001



SCHEDULE I
TO

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Thirty-one (31) railcars bearing reporting marks as follows:

CHTT 20100-20117, INCLUSIVE
CHTT 20150-20157, INCLUSIVE
CHTT 20159-20163, INCLUSIVE

LEASE: Lease dated May 3, 1994, Amendment No. 1 dated October 2, 1997 and Amendment No. 2 dated January 12, 1998, between DJJ Transportation Services, Inc. and Union Pacific Railroad Company.