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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 18272-A FILED 1425

FEB -4 1994 - 12 45 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
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February 4, 1994

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one executed and one certified copy of a Memorandum of Assignment Agreement, dated as of July 28, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to that certain Lease Agreement dated May 16, 1991 between Assignor, as Lessor, and Peabody Terminals, Inc., as Lessee, which was duly filed with the Commission under Recordation Number 18272, as EXHIBIT B.

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

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

Assignee: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, Ohio 45263

A description of the railroad equipment covered by the enclosed document is: two hundred twenty-five (225) Pullman gondola rail cars and seventy-five (75) open top hopper railcars set forth on Exhibit A attached to the Agreement.

Also enclosed is a check in the amount of $18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO 18272-A FILED 1425

2-4 1994-12 45 PM

ATE COMMERCE COMMISSION

MEMORANDUM OF

ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement for 225 Pullman gondola rail cars and 75 open top hopper rail cars ("Assignment Agreement") made and entered into as of July 28, 1993 by and between The David J. Joseph Company (Assignor) and The Fifth Third Leasing Company, an Ohio Corporation (Assignee).

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated May 16, 1991 between Assignor as Lessor and Peabody Terminals, Inc. as Lessee for two hundred twenty-five (225) Pullman gondola rail cars and seventy-five (75) open top hopper rail cars bearing the railroad reporting markings set forth on Exhibit A.

2. The Assignment and Assumption 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 Agreement.

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.

THE DAVID J. JOSEPH COMPANY

By: _____

Title: VICE PRESIDENT

THE FIFTH THIRD LEASING COMPANY

By: _____

Title: S.V.P

STATE OF OHIO

COUNTY OF Hamilton

Before me personally appeared (Full Name) Douglas F. McMillan to me known and known to me to be the individual described in and who executed the foregoing instrument as (Title) Vice President of the above named The David J. Joseph Company, and acknowledged to and before me that he/she executed such instrument as such, and that the said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal this 23 day of November, 1993.

Notary Public
JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995

STATE OF OHIO

COUNTY OF Hamilton

Before me personally appeared (Full Name) David A. Jackson to me known and known to me to be the individual described in and who executed the foregoing instrument as (Title) Senior Vice President of the above named 5/3rd Leasing Company , and acknowledged to and before me that he/she executed such instrument as such, and that the said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal this 26 day of November, 1993

Notary Public
MARSHA J. BUBECK, Notary Public
in and for the State of Ohio
My Commission Expires Oct. 29, 1995

SCHEDULE I
TO
ASSIGNMENT AND ASSUMPTION AGREEMENT
JULY 28, 1993

Two hundred twenty-five (225) 1976 Pullman Standard built, 100 ton, 4,000 cubic capacity, gondola railcars currently bearing reporting marks as follows:

FORMERLY KNOWN AS		CURRENTLY KNOWN AS		FORMERLY KNOWN AS		CURRENTLY KNOWN AS	
PLEX	6443	DJJX	8365	PLEX	6172	DJJX	8412
PLEX	6175	DJJX	8366	PLEX	6521	DJJX	8413
PLEX	6517	DJJX	8367	PLEX	6038	DJJX	8414
PLEX	6221	DJJX	8368	PLEX	6215	DJJX	8415
PLEX	6362	DJJX	8369	PLEX	6358	DJJX	8416
PLEX	6513	DJJX	8370	PLEX	6097	DJJX	8417
DEEX	6354	DJJX	8371	PLEX	6185	DJJX	8418
DEEX	6489	DJJX	8372	PLEX	6402	DJJX	8419
DEEX	6056	DJJX	8373	PLEX	6408	DJJX	8420
DEEX	6196	DJJX	8374	PLEX	6273	DJJX	8421
DEEX	6331	DJJX	8375	PLEX	6386	DJJX	8422
DEEX	6297	DJJX	8376	PLEX	6414	DJJX	8423
DEEX	6485	DJJX	8377	PLEX	8007	DJJX	8424
PLEX	6283	DJJX	8378	PLEX	6094	DJJX	8425
PLEX	6145	DJJX	8379	PLEX	6344	DJJX	8426
PLEX	6005	DJJX	8380	PLEX	6520	DJJX	8427
PLEX	6451	DJJX	8381	PLEX	6262	DJJX	8428
PLEX	6103	DJJX	8382	PLEX	6158	DJJX	8429
PLEX	6126	DJJX	8383	PLEX	6043	DJJX	8430
PLEX	6336	DJJX	8384	PLEX	6292	DJJX	8431
PLEX	6086	DJJX	8385	PLEX	6321	DJJX	8432
PLEX	6012	DJJX	8386	PLEX	6527	DJJX	8433
PLEX	6333	DJJX	8387	PLEX	6045	DJJX	8434
PLEX	6036	DJJX	8388	PLEX	6440	DJJX	8435
PLEX	6187	DJJX	8389	PLEX	6276	DJJX	8436
PLEX	6074	DJJX	8390	PLEX	6413	DJJX	8437
PLEX	6373	DJJX	8391	PLEX	6197	DJJX	8438
PLEX	6023	DJJX	8392	PLEX	6119	DJJX	8439
PLEX	6361	DJJX	8393	PLEX	6380	DJJX	8440
PLEX	6355	DJJX	8394	PLEX	6512	DJJX	8441
PLEX	6260	DJJX	8395	PLEX	6497	DJJX	8442
PLEX	6218	DJJX	8396	PLEX	6242	DJJX	8443
PLEX	6281	DJJX	8397	PLEX	6541	DJJX	8444
PLEX	6223	DJJX	8398	PLEX	6057	DJJX	8445
PLEX	6310	DJJX	8399	PLEX	6487	DJJX	8446
PLEX	6289	DJJX	8400	PLEX	6042	DJJX	8447
PLEX	6452	DJJX	8401	PLEX	6147	DJJX	8448
PLEX	6173	DJJX	8402	PLEX	6427	DJJX	8449
PLEX	6528	DJJX	8403	PLEX	6190	DJJX	8450
PLEX	6051	DJJX	8404	PLEX	6278	DJJX	8451
PLEX	6424	DJJX	8405	PLEX	6088	DJJX	8452
PLEX	6500	DJJX	8406	PLEX	6351	DJJX	8453
PLEX	6122	DJJX	8407	PLEX	6584	DJJX	8454
PLEX	6232	DJJX	8408	PLEX	6571	DJJX	8455
PLEX	6332	DJJX	8409	PLEX	6378	DJJX	8456
PLEX	6214	DJJX	8410	PLEX	6290	DJJX	8457
PLEX	6396	DJJX	8411	PLEX	6243	DJJX	8458

SCHEDULE I (cont.)

FORMERLY KNOWN AS		CURRENTLY KNOWN AS		FORMERLY KNOWN AS		CURRENTLY KNOWN AS	
PLEX	6210	DJJX	8459	PLEX	6377	DJJX	8506
PLEX	6287	DJJX	8460	PLEX	6091	DJJX	8507
PLEX	6110	DJJX	8461	PLEX	6339	DJJX	8508
PLEX	6383	DJJX	8462	PLEX	6208	DJJX	8509
PLEX	6252	DJJX	8463	PLEX	6382	DJJX	8510
PLEX	6376	DJJX	8464	PLEX	6198	DJJX	8511
PLEX	6539	DJJX	8465	PLEX	6124	DJJX	8512
PLEX	6397	DJJX	8466	PLEX	6095	DJJX	8513
PLEX	6531	DJJX	8467	PLEX	6120	DJJX	8514
PLEX	6415	DJJX	8468	PLEX	6081	DJJX	8515
PLEX	6529	DJJX	8469	PLEX	6162	DJJX	8516
PLEX	6002	DJJX	8470	PLEX	6420	DJJX	8517
PLEX	6216	DJJX	8471	PLEX	6008	DJJX	8518
PLEX	6170	DJJX	8472	PLEX	6462	DJJX	8519
PLEX	6123	DJJX	8473	PLEX	6365	DJJX	8520
PLEX	6199	DJJX	8474	PLEX	6587	DJJX	8521
PLEX	6515	DJJX	8475	PLEX	6342	DJJX	8522
PLEX	6486	DJJX	8476	PLEX	6300	DJJX	8523
PLEX	6534	DJJX	8477	PLEX	6421	DJJX	8524
PLEX	6238	DJJX	8478	PLEX	6203	DJJX	8525
PLEX	6523	DJJX	8479	PLEX	6473	DJJX	8526
PLEX	6266	DJJX	8480	PLEX	6540	DJJX	8527
PLEX	6319	DJJX	8481	PLEX	6305	DJJX	8528
PLEX	6493	DJJX	8482	PLEX	6472	DJJX	8529
PLEX	6509	DJJX	8483	PLEX	6044	DJJX	8530
PLEX	6444	DJJX	8484	PLEX	6591	DJJX	8531
PLEX	6246	DJJX	8485	PLEX	6294	DJJX	8532
PLEX	6410	DJJX	8486	PLEX	6288	DJJX	8533
PLEX	6003	DJJX	8487	PLEX	6009	DJJX	8534
PLEX	6533	DJJX	8488	PLEX	6407	DJJX	8535
PLEX	6340	DJJX	8489	PLEX	6454	DJJX	8536
PLEX	6507	DJJX	8490	PLEX	6229	DJJX	8537
PLEX	6247	DJJX	8491	PLEX	6496	DJJX	8538
PLEX	6133	DJJX	8492	PLEX	6054	DJJX	8539
PLEX	6353	DJJX	8493	PLEX	6132	DJJX	8540
PLEX	6151	DJJX	8494	PLEX	6369	DJJX	8541
PLEX	6109	DJJX	8495	PLEX	6506	DJJX	8542
PLEX	6543	DJJX	8496	PLEX	6409	DJJX	8543
PLEX	6389	DJJX	8497	PLEX	6082	DJJX	8544
PLEX	6108	DJJX	8498	PLEX	6551	DJJX	8545
PLEX	6558	DJJX	8499	PLEX	6495	DJJX	8546
PLEX	6240	DJJX	8500	PLEX	6100	DJJX	8547
PLEX	6079	DJJX	8501	PLEX	8006	DJJX	8548
PLEX	6270	DJJX	8502	PLEX	6099	DJJX	8549
PLEX	6098	DJJX	8503	PLEX	6308	DJJX	8550
PLEX	6439	DJJX	8504	PLEX	6111	DJJX	8551
PLEX	6490	DJJX	8505	PLEX	6078	DJJX	8552

SCHEDULE I (cont.)

FORMERLY KNOWN AS		CURRENTLY KNOWN AS		FORMERLY KNOWN AS		CURRENTLY KNOWN AS	
PLEX	6053	DJJX	8553	PLEX	6405	DJJX	8572
PLEX	6077	DJJX	8554	PLEX	6183	DJJX	8573
PLEX	6554	DJJX	8555	PLEX	6356	DJJX	8574
PLEX	6314	DJJX	8556	PLEX	6020	DJJX	8575
PLEX	6224	DJJX	8557	PLEX	6537	DJJX	8576
PLEX	6448	DJJX	8558	PLEX	6422	DJJX	8577
PLEX	6590	DJJX	8559	PLEX	6309	DJJX	8578
PLEX	6239	DJJX	8560	PLEX	6284	DJJX	8579
PLEX	6003	DJJX	8561	PLEX	6060	DJJX	8580
PLEX	6188	DJJX	8562	PLEX	6235	DJJX	8581
PLEX	6438	DJJX	8563	PLEX	6470	DJJX	8582
PLEX	6174	DJJX	8564	PLEX	6442	DJJX	8583
PLEX	6261	DJJX	8565	PLEX	6457	DJJX	8584
PLEX	6027	DJJX	8566	PLEX	6296	DJJX	8585
PLEX	6482	DJJX	8567	PLEX	6560	DJJX	8586
PLEX	6579	DJJX	8568	PLEX	6090	DJJX	8587
PLEX	6171	DJJX	8569	PLEX	6589	DJJX	8588
PLEX	6202	DJJX	8570	PLEX	6259	DJJX	8589
PLEX	6102	DJJX	8571				

SCHEDULE I (cont.)

Seventy-five (75) 1975 Pullman Standard built, 100 ton, 4,000 cubic capacity open top hopper railcars currently bearing reporting marks as follows:

FORMERLY KNOWN AS		CURRENTLY KNOWN AS		FORMERLY KNOWN AS		CURRENTLY KNOWN AS	
PLMX	6300	DJJX	6300	PLMX	6409	DJJX	6409
PLMX	6302	DJJX	6302	PLMX	6424	DJJX	6424
PLMX	6305	DJJX	6305	PLMX	6426	DJJX	6426
PLMX	6309	DJJX	6309	PLMX	6427	DJJX	6427
PLMX	6311	DJJX	6311	PLMX	6434	DJJX	6434
PLMX	6313	DJJX	6313	PLMX	6444	DJJX	6444
PLMX	6314	DJJX	6314	PLMX	6446	DJJX	6446
PLMX	6315	DJJX	6315	PLMX	6448	DJJX	6448
PLMX	6316	DJJX	6316	PLMX	6452	DJJX	6452
PLMX	6321	DJJX	6321	PLMX	6455	DJJX	6455
PLMX	6322	DJJX	6322	PLMX	6458	DJJX	6458
PLMX	6323	DJJX	6323	PLMX	6461	DJJX	6461
PLMX	6326	DJJX	6326	PLMX	6462	DJJX	6462
PLMX	6328	DJJX	6328	PLMX	6465	DJJX	6465
PLMX	6330	DJJX	6330	PLMX	6466	DJJX	6466
PLMX	6332	DJJX	6332	PLMX	6469	DJJX	6469
PLMX	6333	DJJX	6333	PLMX	6476	DJJX	6476
PLMX	6336	DJJX	6336	PLMX	6477	DJJX	6477
PLMX	6337	DJJX	6337	PLMX	6479	DJJX	6479
PLMX	6346	DJJX	6346	PLMX	6480	DJJX	6480
PLMX	6350	DJJX	6350	PLMX	6483	DJJX	6483
PLMX	6352	DJJX	6352	PLMX	6486	DJJX	6486
PLMX	6353	DJJX	6353	PLMX	6490	DJJX	6490
PLMX	6354	DJJX	6354	PLMX	6492	DJJX	6492
PLMX	6362	DJJX	6362	PLMX	6496	DJJX	6496
PLMX	6369	DJJX	6369	PLMX	6507	DJJX	6507
PLMX	6372	DJJX	6372	PLMX	6513	DJJX	6513
PLMX	6373	DJJX	6373	PLMX	6516	DJJX	6516
PLMX	6375	DJJX	6375	PLMX	6525	DJJX	6525
PLMX	6376	DJJX	6376	PLMX	6527	DJJX	6527
PLMX	6382	DJJX	6382	PLMX	6529	DJJX	6529
PLMX	6388	DJJX	6388	PLMX	6531	DJJX	6531
PLMX	6389	DJJX	6389	PLMX	6532	DJJX	6532
PLMX	6393	DJJX	6393	PLMX	6544	DJJX	6544
PLMX	6394	DJJX	6394	PLMX	6545	DJJX	6545
PLMX	6404	DJJX	6404	PLMX	6547	DJJX	6547
PLMX	6405	DJJX	6405	PLMX	6549	DJJX	6549
PLMX	6406	DJJX	6406				

Lease: Dated May 16, 1991 between Peabody Terminals, Inc. and The David J. Joseph Company