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RECORDATION NO. 21108-A B FILED

JAN 14 '98

3-28 PM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

January 8, 1998

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDED
INDEXED
JAN 14 1998
FBI - WASH DC

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Options, Rights of First Refusal and Remarketing Rights and of the Memorandum of Assignment and Assumption Agreement both dated December 30, 1997 between the following parties:

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

Buyer: Star Bank, N.A.
425 Walnut Street
Cincinnati, OH 45201

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Please see the Schedule I's attached hereto, for the Equipment involved in these transactions.

The lease to which these documents are connected is recorded under Recordation No. 21108.

Please file these agreements as secondary documents. The amount of \$48.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

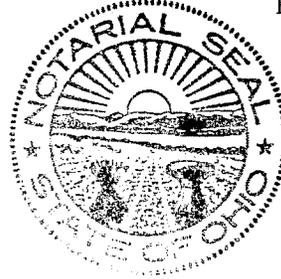
Shelley B. Bacon
Contract Assistant

Enclosures

CERTIFICATE

The undersigned, Shelley B Bacon 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.

Shelley B Bacon
Notary Public



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

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

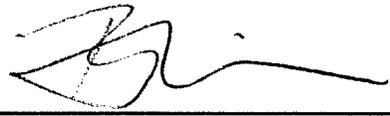
This Memorandum of Assignment and Assumption Agreement ("Assignment Agreement") made and entered into as of December 30, 1997, by and between **DJJ TRANSPORTATION SERVICES, INC.** (a subsidiary of **The David J. Joseph Company**), a Delaware Corporation ("Assignor") and **STAR BANK, N.A.**, a national banking association ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated September 24, 1997 as amended by Amendment No. 1. To Railroad Equipment Lease dated November 24, 1997, between Assignor, as Lessor, and Steelton & Highspire Railroad Company, as Lessee, (the "Lease"), for forty-six (46) 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

STAR BANK, N.A.

By: 

Name: LynnAnne G. Rose

Title: Vice President

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS: Forty-six (46) railcars bearing reporting marks and numbers as follows:

SH 250 - 295, inclusive

LEASE: Dated as of September 24, 1997 between Steelton & Highspire Railroad Company, as Lessee, and DJJ Transportation Services, Inc., as Lessor, as amended by Amendment No. 1. To Railroad Equipment Lease dated November 24, 1997.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 30th day of December, 1997, 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 30th day of December, 1997.

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 OHIO)
) SS:
COUNTY OF HAMILTON)

On this 30th day of December, 1997, before me the subscriber,
Chang Cho, a Notary Public, duly commissioned, qualified
and acting, within and for said County and State, appeared in person the within
named LynnAnne G. Rose to me personally known, who stated and
acknowledged that she is the Vice President of Star Bank, N.A., a national
banking association, and duly authorized by authority of the Board of Directors
or By-laws of said corporation in 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 and further stated and
acknowledged that 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 30th day of December, 1997.



Chang K. Cho
Notary Public, State of Ohio
My Commission Expires February 1, 1998

Chang K. Cho
(Notary Signature)

My commission expires:
