(10)

RECORDATION NO. 21109-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

RECEIVED SURFACE TRANSPORTATION BOARD JAN 14 3 28 PM '98

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

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. 21109.

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

Shelley B. Bacon
Contract Assistant

Enclosures

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

RECORDATION NO. 21109-A FILED

JAN 14 '98 3-28 PM

MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS

This Memorandum of Options, Rights of First Refusal and Remarketing Rights (the "Memorandum of Rights") is entered into as of the 30th day of December, 1997, by and between **DJJ TRANSPORTATION SERVICES, INC. (a subsidiary of The David J. Joseph Company),** a Delaware Corporation, ("Seller") and **STAR BANK, N.A.**, a national banking association ("Buyer").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of December 30, 1997 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with the transactions contemplated by the Agreement, Buyer granted Seller certain options, rights of first refusal and remarketing rights, which the parties intend will operate as a lien on the Cars;

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the options, rights of first refusal and remarketing rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said options, rights of first refusal and remarketing rights.

Upon expiration or termination of said options, rights of first refusal and remarketing rights referred to herein, Seller and Buyer shall file an instrument with the Surface Transportation Board of the U.S. Department of Transportation terminating said options, rights of first refusal and remarketing rights of record.

This Memorandum of Rights, being further documentation of the sales, conveyances and transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Rights 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

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 Options, Rights of First Refusal and Remarketing Rights 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 Options, Rights of First Refusal and Remarketing Rights 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

NOTARIAL SEAL STATE OF OHIO

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 Options, Rights of First Refusal and Remarketing Rights 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 Options, Rights of First Refusal and Remarketing Rights 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.

NOTARIAL SEAL STATE OF OHIO

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

(Notary Signature)

My commission expires:

SCHEDULE I
TO
MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS

CARS: Seventy-one (71) railcars bearing reporting marks as follows:

WRRC 680201 - 680249, inclusive
and
WRRC 680301 - 680322, inclusive

LEASE: Dated December 16, 1997 between Sunbelt Asphalt & Materials, Inc. and DJJ Transportation Services, Inc.