



The David J. Joseph Company

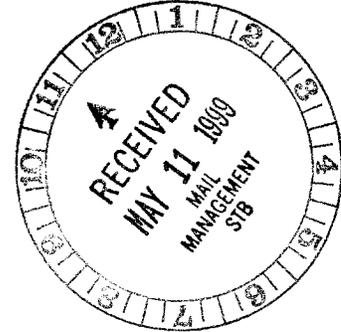
RECORDATION NO. 22119-A, B FILED

MAY 11 '99

11-15AM

May 7, 1999

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



Dear Mr. Williams:

Enclosed are originals and copies of the Memorandum of Assignment and Assumption Agreement, and the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated April 23, 1999 between the following parties:

Assignee: National City Leasing Corporation
101 South Fifth Street, 8th Floor
Louisville, Kentucky 40202

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

Please see the Schedule I's as set forth in these documents for the Equipment involved in these transactions. Please file these agreements as secondary documents. The lease in which these documents are connected is recorded under Recordation Number 22119. The amount of \$52.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosures

MAY 11 '99

11-15AM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

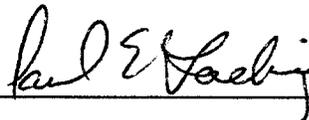
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of April 23, 1999 by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignor") and **NATIONAL CITY LEASING CORPORATION**, a corporation organized under the laws of the Commonwealth of Kentucky ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated March 19, 1999 between Assignor, as Lessor, and Ohio Central Railroad, for twenty (20) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of April 30, 1999

DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: Paul E. Loebig

Title: Vice President

NATIONAL CITY LEASING CORPORATION

By: 

Name: Ed Vittitow

Title: Sr. Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 23rd day of April, 1999, 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 named Paul E. Loebig, to me personally known, who stated and acknowledged that he is the Vice 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 document 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 document 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 23rd day of April, 1999.

Shelley B. Bacon

(Notary Signature)



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

My commission expires:
July 22, 2002

STATE OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

On this 27 day of April, 1999, before me the subscriber, BRENDA POWERS, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Ed Vittitow, to me personally known, who stated and acknowledged that he/she is the Sr. Vice President of National City Leasing Corporation, a corporation organized under the laws of the Commonwealth of Kentucky, 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 document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document 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 27 day of April, 1999.

Brenda Powers
(Notary Signature)

My commission expires:

BRENDA POWERS
State At Large, Kentucky
My Commission Expires Feb. 24, 2003

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

CARS: Twenty (20) railcars bearing the reporting marks:

CUOH 3000 - 3019, inclusive.

LEASE: Dated March 19, 1999 between DJJ Transportation Services, Inc. and Ohio Central Railroad.

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.

