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May 14, 1999

RECORDATION NO.

22010-A
FILED

MAY 14 '99

11-15AM

 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, dated as of May 13, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease previously filed with the Board under Recordation Number 22010.

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

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

Assignee: Provident Commercial Group, Inc.
One East Fourth Street
Cincinnati, Ohio 45202

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

set forth on Schedule I to the Memorandum Assignment and Assumption Agreement

Mr. Vernon A. Williams
May 14, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

MAY 14 '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 May 13, 1999, by and between DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation ("Assignor"), and PROVIDENT COMMERCIAL GROUP, INC., an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated January 13, 1999, between Assignor, as Lessor, and Consumer Energy Company, as Lessee, for one hundred twenty (120) 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 above and shall be subject to the Initial Term and any Extended Term #1 or Extended Term #2, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Memorandum of Assignment Agreement as of the date first set forth above.

DJJ TRANSPORTATION SERVICES, INC.

By: Paul E. Loebig
Name: PAUL E. LOEBIG
Title: VICE PRESIDENT

PROVIDENT COMMERCIAL GROUP, INC.

By: Dorothy L. Townsend
Name: Dorothy L. Townsend
Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 13th day of May 1999, before me the subscriber, 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 V.P. 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 13th day of May, 1999.

Linda M. Baughman
(Notary Signature)

My commission expires:

7-22-2002



LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OHIO)
) SS:
COUNTY OF _____)

On this 13th day of May, 1999, before me the subscriber, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Daria Townsend to me personally known, who stated and acknowledged that he/she is the Vice President of PROVIDENT COMMERCIAL GROUP, INC., an Ohio 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 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 13th day of May, 1999.

Staci McQueary
(Notary Signature)

My commission expires:



STACI J. McQUEARY
Notary Public, State of Ohio
My Commission Expires Jan. 29, 2003

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

FIRST FUNDING

CARS: One Hundred Twenty (120) railcars bearing the reporting marks as follows:
PSTX 7001 through PSTX 7120, inclusive.

SECOND FUNDING

CARS: One Hundred Eighty-Eight (188) railcars bearing the reporting marks as follows:
PSTX 7121 through PSTX 7308, inclusive.

LEASE: Dated January 13, 1999, between DJJ Transportation Services, Inc., as Lessor, and Consumers Energy Company, as Lessee.