

BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER
OF COUNSEL
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May 28, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

22013-A
RECORDATION NO. 22013^A FILED

MAY 28 '99

2-15 PM

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of May 28, 1999. The primary document to which this is connected is recorded under Recordation No. 22013. We request that one copy of this document be recorded under Recordation No. 22013-~~B~~^A.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignee:

BancBoston Leasing Inc.
100 Federal Street
Boston, MA 02110

Assignor:

DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 120 railcars numbered OVEX 6560-6679, inclusive.

A fee of \$26.00 is enclosed. Please return two originals to:

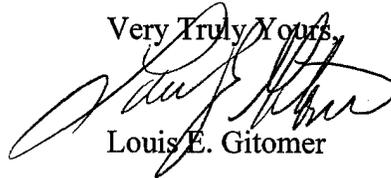
BALL JANIK LLP

Honorable Vernon A. Williams
May 28, 1999
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Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between BancBoston Leasing Inc., 100 Federal Street, Boston, MA 02110, and DJJ Transportation Services, Inc., 300 Pike Street, Cincinnati, OH 45202, covering 120 railcars numbered OVEX 6560-6679, inclusive

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name below.

Louis E. Gitomer

Enclosures

22013-A

RECORDATION NO. 22013^A FILED

MEMORANDUM OF

MAY 28 '99

2-15PM

ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT for one hundred twenty (120) railcars ("Assignment Agreement") made and entered into as of May 28, 1999, by and between DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation ("Assignor") and BANCOSTON LEASING INC. a Massachusetts corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated November 11, 1998, as subsequently amended May 17, 1999, between Assignor as Lessor and Ohio Valley Electric Corporation as Lessee (the "Lease") for one hundred twenty (120) railcars bearing the railroad reporting markings as set forth on Exhibit A of such Lease and Schedule I hereto.
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.
3. This Agreement may be executed in any number of counterparts, but all of such counterparts together shall constitute one and the same agreement.

REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

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: Paul E. Loebig

Name: PAUL E. LOEBIG

Title: VICE PRESIDENT

BANCBOSTON LEASING INC.

By: _____

Name: _____

Title: _____

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: _____

Title: _____

BANCBOSTON LEASING INC.

By: Paula E. De Laurentis

Name: PAULA E. DELAURENTIS

Title: ASSISTANT VICE PRESIDENT

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 28th day of May, 1999, before me the subscriber, Linda M. Baughman, 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 the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument 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 28th 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 MASSACHUSETTS)
COUNTY OF SUFFOLK) SS:

On this 27th day of MAY, 1999, before me the subscriber, Robin W. Donovan, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named PAULIA E. DELGATE to me personally known, who stated and acknowledged that she is the Assistant Vice President of BancBoston Leasing Inc. a Massachusetts 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 the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument 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 27th day of MAY, 1999.

Robin W. Donovan
(Notary Signature)

My commission expires:

12/23/05

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

CARS: One hundred twenty (120) railcars bearing reporting marks as follows:

OVEX 6560-6679, INCLUSIVE

LEASE: Dated November 11, 1998, between Ohio Valley Electric Corporation and DJJ Transportation Services, Inc., as subsequently amended pursuant to Amendment No. 1 to the Railroad Equipment Lease, dated May 17, 1999.