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RECORDATION NO. 21388-A
FILED
OCT 6 '98 2-35 PM

October 6, 1998

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

Dear Secretary Williams:

I have enclosed the original and one certified copy of each of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The first document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of October 2, 1998. The primary document to which this is connected is recorded under Recordation Number 21388. We request that this document be recorded under Recordation Number 21388-A.

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

Assignor:

DJJ Transportation Services, Inc.
P.O. Box 1078
Cincinnati, OH 45201

Assignee:

KND Rail Services, Inc.
1843 Berends Drive, S.W.
Grand Rapids, MI 48509

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 103 4000 cu. ft. capacity, 3 pocket, open top hopper railcars

Counterparts - [Signature]

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Honorable Vernon A. Williams
October 6, 1998
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numbered DJJX 700-731, inclusive, 734-745, inclusive, 747-764, inclusive, 772, 774, 778-780, inclusive, 782, 791-793, inclusive, 810-839, inclusive, 841, and 842.

The second document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of October 2, 1998. The primary document to which this is connected is recorded under Recordation Number 21388. We request that this document be recorded under Recordation Number 21388-B.

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

Assignor:

KND Rail Services, Inc.
1843 Berends Drive, S.W.
Grand Rapids, MI 48509

Assignee:

JAIX Leasing Company
980 North Michigan Avenue, Suite 1000
Johnstown, PA 60611

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 103 4000 cu. ft. capacity, 3 pocket, open top hopper railcars numbered DJJX 700-731, inclusive, 734-745, inclusive, 747-764, inclusive, 772, 774, 778-780, inclusive, 782, 791-793, inclusive, 810-839, inclusive, 841, and 842.

A fee of \$52.00 is enclosed. Please return both originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) a Memorandum of Assignment and Assumption Agreement between DJJ Transportation Services, Inc., P.O. Box

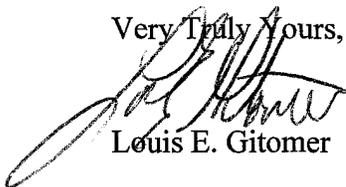
Honorable Vernon A. Williams

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1078, Cincinnati, OH 45201, and KND Rail Services, Inc., 1843 Berends Drive, S.W., Grand Rapids, MI 48509; and (2) a Memorandum of Assignment and Assumption Agreement between KND Rail Services, Inc., 1843 Berends Drive, S.W., Grand Rapids, MI 48509, and JAIX Leasing Company, 980 North Michigan Avenue, Suite 1000, Johnstown, PA 60611, both covering 103 4000 cu. ft. capacity, 3 pocket, open top hopper railcars numbered DJJX 700-731, inclusive, 734-745, inclusive, 747-764, inclusive, 772, 774, 778-780, inclusive, 782, 791-793, inclusive, 810-839, inclusive, 841, and 842.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is fluid and cursive, with a large loop at the end.

Louis E. Gitomer

Enclosures

OCT 6 '98 2-35PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

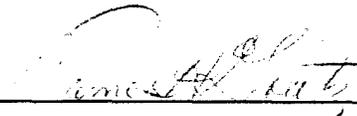
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") effective as of October 2, 1998, entered into by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignor") and **KND RAIL SERVICES, INC.**, a Michigan corporation ("Assignee").

WITNESSETH:

WHEREAS, Assignor has agreed to assign to Assignee that certain lease dated April 15, 1998, and amended as of September 23, 1998, between Assignor, as Lessor, and Union Pacific Railroad, as Lessee, for one hundred three (103) railcars bearing the railroad reporting markings set forth on Schedule I.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives on October 1, 1998 but shall be effective as of October 2, 1998.

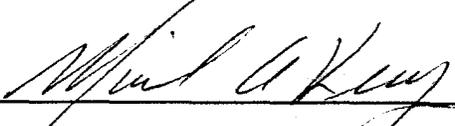
DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: James H. Goetz

Title: Vice President

KND RAIL SERVICES, INC.

By: 

Name: Michael A. Kennedy

Title: General Counsel

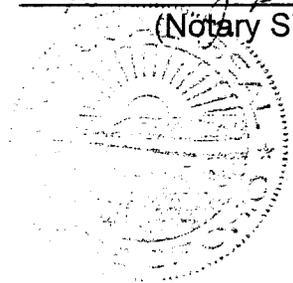
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 1st day of October, 1998, 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 James H. Goetz, 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 1st day of October, 1998.

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

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

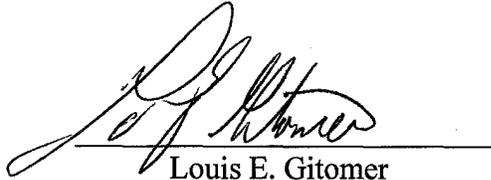
CARS: One hundred three (103) railcars bearing reporting marks as follows:

DJXX 700-731, inclusive
DJXX 734-745, inclusive
DJXX 747-764, inclusive
DJXX 772
DJXX 774
DJXX 778-780, inclusive
DJXX 782
DJXX 791-793, inclusive
DJXX 810-839, inclusive
DJXX 841-842, inclusive

LEASE: Railroad Equipment Master Lease, Schedule No. 001 dated April 15, 1998 between Union Pacific Railroad Company and DJJ Transportation Services, Inc., as amended by First Amendment dated September 23, 1998.

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Memorandum of Assignment and Assumption Agreement dated as of October 2, 1998, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
October 6, 1998