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October 30, 1998

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VIA MESSENGER

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Attention: Janice Fort, Room 704

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Memorandum of Assignment and Assumption Agreement, dated as of November 5, 1998 (the "Memorandum of Assignment"), between JAIX Leasing Company ("Assignor") and NationsBanc Leasing Corporation ("Assignee"), which Memorandum of Assignment is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The Memorandum of Assignment relates to that certain Memorandum of Railcar Equipment Lease, dated as of May 1, 1998 (the "Memorandum of Lease"), between Assignor and City Utilities of Springfield, Missouri ("CUS") which was filed with the Surface Transportation Board on June 22, 1998 and assigned recordation number 21475. The Memorandum of Lease is a primary document to which the Memorandum of Assignment relates.

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

Assignor: JAIX Leasing Company
980 North Michigan Avenue
Suite 1000
Chicago, Illinois 60611

Counterpart

P. J. Kelly

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Assignee: NationsBanc Leasing Corporation
NC1-005-15-01
121 West Trade Street
Charlotte, North Carolina 28255

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Assignment.

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 one stamped original copy and the two stamped photostatic copies of the enclosed document to the messenger who is delivering these documents to you.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment and Assumption Agreement, dated as of _____, 1998, between JAIX Leasing Company, as Assignor, and NationsBanc Leasing Corporation, as Assignee, relating to 230 rotary aluminum AutoFlood cars.

Primary Document to which it Relates

Memorandum of Railcar Equipment Lease, dated as of May 1, 1998, between JAIX Leasing Company, as Lessor, and City Utilities of Springfield, Missouri, as Lessee, recorded with the Surface Transportation Board on June 22, 1998 and assigned recordation number 21475.

Very truly yours,

Joseph A. McQuade

Joseph A. McQuade

JAM/vgc
w/encl.

cc: Robert W. Kleinman
Susan G. Lichtenfeld

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT dated as of this ____ day of _____, 1998, is made by JAIX Leasing Company, a Delaware corporation, with an address at 980 North Michigan Avenue, Suite 1000, Chicago, Illinois 60611 (the "Assignor"), and NationsBanc Leasing Corporation, a North Carolina corporation, with an address at NC1-005-15-01, 121 West Trade Street, Charlotte, North Carolina 28255 ("Assignee", and together with the Assignor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Assignor and the Assignee entered into that certain Assignment and Assumption Agreement (the "Assignment and Assumption Agreement") dated as of the date hereof;

WHEREAS, under the Assignment and Assumption Agreement, the Assignor assigned and the Assignee assumed all of the Assignor's present and future rights, obligations and interest in, to and under the Railroad Equipment Lease (the "Lease") between Assignor, as lessor, and City Utilities of Springfield, Missouri ("CUS"), as lessee, dated as of May 1, 1998, as supplemented by Rider 1 dated May 1, 1998 ("Rider 1"), and relating to the lease by CUS of 230 rotary aluminum AutFlood railcars marked JAIX 98361-JAIX 98590 (inclusive).

WHEREAS, a Memorandum of Railcar Equipment Lease between Assignor, as lessor, and CUS, as lessee, dated as of May 1, 1998 (the "Memorandum of Lease") was filed with the Surface Transportation Board (the "STB") on June 22, 1998 and assigned Recordation Number 21475.

WHEREAS, the Parties wish to show for the public record the existence of the aforementioned Assignment and Assumption Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Assignor hereby assigns to Assignee the Lease, as supplemented by Rider 1, in accordance with the terms and conditions of the Assignment and Assumption Agreement, and the Assignee accepts such assignment in accordance with the terms and conditions of the Assignment and Assumption Agreement, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

NATIONSBANC LEASING CORPORATION

By: Herbert T. Thurau
Name: Herbert T. Thurau
Title: Sr. Vice President

JAIX LEASING COMPANY

By: Dennis C. Mueller
Name: Dennis C. Mueller
Title: Treasurer

STATE OF NORTH CAROLINA)
) SS:
COUNTY OF Mecklenburg)

On this 28th day of October, 1998 before me personally appears Herbert T. Thurau, to me personally known, who by me duly sworn, says that he/she is the Gr. Vice President of NATIONSBANC LEASING CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Carol M. Johnson, Notary Public
Mecklenburg County, North Carolina
My Commission Expires 11/18/2002
[SEAL]

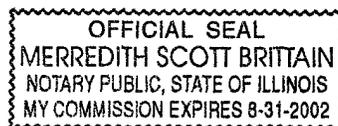
Carol M. Johnson
Notary Public

My Commission expires: 11/18/2002

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 26 day of OCTOBER, 1998 before me personally appears DONALD C. MUELLER, to me personally known, who by me duly sworn, says that he/she is the TREASURER of JAIX LEASING COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Merredith Scott Brittain
Notary Public

My Commission expires: 8-31-2002