



Bank of Tokyo-Mitsubishi

BTM Capital Corporation

125 Summer Street
Boston, MA 02110
Phone: 617-573-9000
Fax: 617-345-5153

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 31 1 34 PM '98

RECORDATION NO. 21476-A FILED
June 30, 1998

Federal Express

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

JUL 1 '98 1-34 PM

Dear Secretary Williams:

I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, one original and one copy of a Memorandum of Assignment and Assumption Agreement dated June 30, 1998 and two copies of a recorded Memorandum of Railroad Equipment Lease Agreement.

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

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

Assignee: BTM Capital Corporation
125 Summer Street Boston, MA 021 10
Attention: Senior Vice President Administration

The Assignment and Assumption Agreement relates to the Railroad Equipment Lease Agreement dated June 3, 1998 and recordation of Memorandum of Railroad Equipment Lease Agreement recorded with the Surface Transportation Board on June 22, 1998 and given recordation number 21476.

The equipment covered in the Railroad Equipment Lease Agreement and the Assignment and Assumption Agreement is as follows:

<u>Description</u>	<u>Reporting Marks and Car Nos.</u>	<u>Number of Cars</u>
1998 Thrall Built, 100 Ton 52'6", 286,000lb gross capacity 5-1/2' sided mill gondola railcars	BPRR 4500-4524 inclusive	25

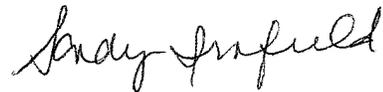
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A short summary of the documents to appear in the index is as follows:

Assignment and Assumption of Railroad Equipment Lease Agreement by Assignor to Assignee.

Enclosed is our check for \$26.00 in payment of the filing fee. Once this filing has been made, please return to the undersigned the stamped counterpart of each document not required for filing purposes, together with the fee receipt and the letter from the STB acknowledging the filing.

Very truly yours,



Sandra K. Ironfield
Manager, Contracts-Administration

SKI/js

JUL 1 '98

1-34 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") dated as of June 30, 1998, is entered into by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Assignor") and **BTM CAPITAL CORPORATION**, a Delaware corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 3, 1998, between Assignor, as Lessor, and Rochester & Southern Railroad, as Lessee, (the "Lease"), for twenty-five (25) 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 hereinabove 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 on the date set forth below.

DJJ TRANSPORTATION SERVICES, INC.

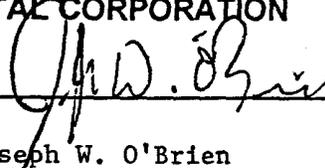
By: 

Name: Douglas F. McMillan

Title: President

Date: June 18, 1998

BTM CAPITAL CORPORATION

By: 

Name: Joseph W. O'Brien

Title: Senior Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 18th day of June, 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 Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the 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 Purchase and Sale Agreement 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 Purchase and Sale Agreement 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 18th day of June, 1998.

Shelley B. Bacon
(Notary Signature)

My commission expires:

July 22, 2002



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

STATE OF MA)
) SS:
COUNTY OF Suffolk)

On this 23 day of June, 1998, before me the subscriber, Sandra K. Ironfield, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Joseph W. O'Brien, to me personally known, who stated and acknowledged that he is the Senior Vice President of BTM Capital Corporation, 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 Purchase and Sale Agreement 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 Purchase and Sale Agreement 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 23 day of June, 1998.

Sandra K. Ironfield
(Notary Signature)

My commission expires:
Sandra K. Ironfield
NOTARY PUBLIC
My commission exp. July 27, 2001

**SCHEDULE I
TO**

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Twenty-five (25) railcars bearing reporting marks:

BPRR 4500-4524, INCLUSIVE

LEASE: Dated June 3, 1998, between Rochester & Southern Railroad
and DJJ Transportation Services, Inc.