



RECORDATION NO. 21582-A FILED

SEP 8 '98 3-52 PM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

September 4, 1998

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement and the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated August 28, 1998 between the following parties:

- Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202
- Lessee: Star Bank, N.A.
425 Walnut Street
Mail Location 8135
Cincinnati, OH 45201-1038

Please see the Schedule I's attached hereto, for the Equipment involved in these transactions.

Please file these agreements as secondary documents. The lease in which these documents are connected are recorded under Recordation Number 21582. The fee of \$52.00 is included in the check number 444729.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosure

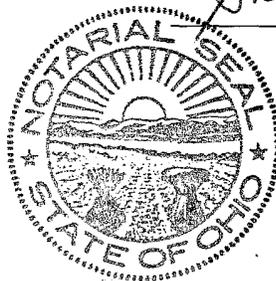
RECEIVED
SURFACE TRANSPORTATION
BOARD
SEP 8 3 52 PM '98

CERTIFICATE

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Shelley B. Bacon
Notary Public

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

A circular notary seal for Shelley B. Bacon, Notary Public, State of Ohio. The seal features a central landscape with a sun rising over hills and a body of water. The words "NOTARIAL SEAL" are arched across the top, and "STATE OF OHIO" is arched across the bottom. Two small stars are positioned on either side of the central image.

SEP 8 '98 3-52PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

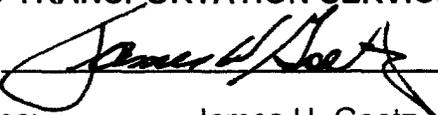
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August 28, 1998, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignor") and **STAR BANK, N.A.**, a national banking association ("Assignee").

WITNESSETH:

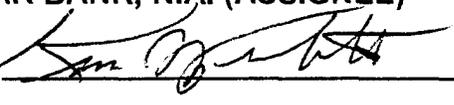
1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 26, 1998, between Assignor, as Lessor, and Georgia Pacific Corporation, as Lessee, for twenty-seven (27) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement 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 above and shall be effective as of August 28, 1998.

DJJ TRANSPORTATION SERVICES, INC. (ASSIGNOR)

By: 
 Name: James H. Goetz
 Title: Vice President

STAR BANK, N.A. (ASSIGNEE)

By: 
 Name: Kim J. Trombetta
 Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 28th day of August, 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 28th day of August, 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 OHIO)
) SS:
COUNTY OF HAMILTON)

On this 28th day of August, 1998, 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 Kim J. Trombetta, to me personally known, who stated and acknowledged that he is the Vice President of Star Bank, N.A., a national banking association, 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 28th day of August, 1998.


(Notary Signature)

My commission expires:

DARLENE WILLIAMS
Notary Public, State of Ohio

My Commission Expires March 16, 1999

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

CARS: Twenty-seven (27) railcars bearing the following reporting marks:

GPSX 71001 - 71010, inclusive
and
GPSX 73011 - 73027, inclusive

LEASE: Lease between DJJ TRANSPORTATION SERVICES, INC., as Lessor, and GEORGIA PACIFIC CORPORATION, as Lessee, dated June 26, 1998.