



RECORDATION NO. 21582-B FILED

SEP 8 '98 3:52PM

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

SEP 8 3 52 PM '98
RECORDED
SURFACE TRANSPORTATION BOARD

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,

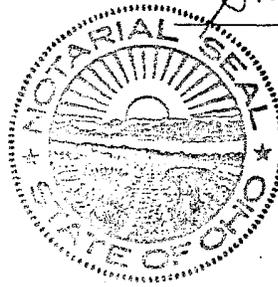
THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Shelley B. Bacon
Contract Assistant

Enclosure

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

SEP 8 '98 3-52PM

**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND
REMARKETING RIGHTS**

This Memorandum of Options, Rights of First Refusal and Remarketing Rights (the "Memorandum of Rights") is entered into as of the 28th day of August, 1998, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation, ("Seller") and **STAR BANK, N.A.**, a national banking association ("Buyer").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of August 28, 1998 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with the transactions contemplated by the Agreement, Buyer granted Seller certain options, rights of first refusal and remarketing rights, which the parties intend will operate as a lien on the Cars;

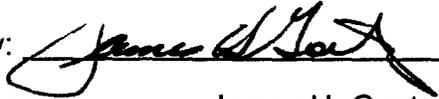
NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the options, rights of first refusal and remarketing rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said options, rights of first refusal and remarketing rights.

Upon expiration or termination of said options, rights of first refusal and remarketing rights referred to herein, Seller and Buyer shall file an instrument with the Surface Transportation Board of the U.S. Department of Transportation terminating said options, rights of first refusal and remarketing rights of record.

This Memorandum of Rights, being further documentation of the sales, conveyances and transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Rights 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.

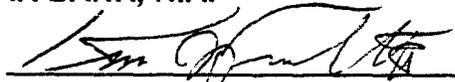
DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: James H. Goetz

Title: Vice President

STAR BANK, N.A.

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 OPTIONS, RIGHTS OF FIRST REFUSAL AND
REMARKETING RIGHTS

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.