

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

RECORDATION NO. 21648-A B  
FILED  
OCT 9 '98  
2-56 PM

October 6, 1998

RECEIVED  
SURFACE TRANSPORTATION BOARD  
OCT 9 2 56 PM '98

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 Rights dated September 30, 1998 between the following parties:

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

B → Assignee: Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45202

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 is recorded under Recordation Number 21648. The fee of \$52.00 is included in the check number 446950.

Sincerely,

THE DAVID J. JOSEPH COMPANY

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

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SEP 9 '98

2-56PM

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") is made and entered into as of September 30, 1998, by and between DJJ Transportation Services, Inc., a Delaware corporation ("Assignor") and The Fifth Third Leasing Company, an Ohio corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated August 4, 1998, between Assignor as Lessor and Sunbelt Asphalt & Materials, Inc. as Lessee (the "Lease") for seventy (70) railcars bearing the railroad reporting markings set forth on Exhibit A.

2. This 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 instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Signed and acknowledged  
in the presence of:

Mailee Blair  
David S. Singleton

**DJJ TRANSPORTATION SERVICES, INC.**

By: [Signature]  
Name: James H. Goetz  
Title: Vice President

Signed and acknowledged  
in the presence of:

Blaine Ellis  
[Signature]

**THE FIFTH THIRD LEASING COMPANY**

By: [Signature]  
Name: David A. Jackson  
Title: Senior Vice President

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

**CARS:**       Seventy (70) railcars bearing reporting marks as follows:

WRRC 680401 - 680470, inclusive

**LEASE:**       Dated August 4, 1998, between Sunbelt Asphalt & Materials, Inc.  
and DJJ Transportation Services, Inc.

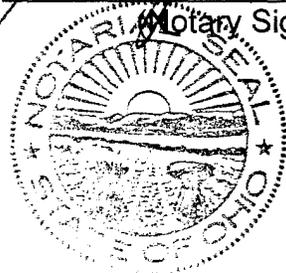
STATE OF OHIO            )  
                                      ) SS:  
COUNTY OF HAMILTON )

On this 25<sup>th</sup> day of September, 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 the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument 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 25<sup>th</sup> day of September, 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 30 day of September, 1998, before me the subscriber,  
Elaine Ellis, a Notary Public, duly commissioned,  
qualified and acting, within and for said County and State, appeared in person  
the within named David A. Jackson to me personally known, who  
stated and acknowledged that he is the Senior Vice President of The Fifth  
Third Leasing Company, an Ohio 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 the foregoing instrument for and in the name  
and on behalf of said corporation and further stated and acknowledged that he  
has so signed, executed and delivered the foregoing instrument 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 \_\_\_\_  
day of September, 1998.

Elaine Ellis  
(Notary Signature)

**ELAINE ELLIS**  
Notary Public, State of Ohio  
My Commission Expires Sept. 14, 2002

My commission expires:

9.14.02