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RECORDATION FILE 18673-C FILED 1425

JUN 19 1996 10:10 AM

STATE TRANSPORTATION COMMISSION

JUN 19 10 04 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

June 19, 1996

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment and Assumption Agreement dated 6/18/96 between the following parties:

Assignor: David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Assignee: Provident Commercial Group, Inc.
One East Fourth Street
Cincinnati, OH 45202

Please record this agreement as a secondary document to STB Recordation #18673. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosure

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

6/19/96

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/19/96 at 10:10AM, and assigned recordation number(s). 18673-C and 18673-D.

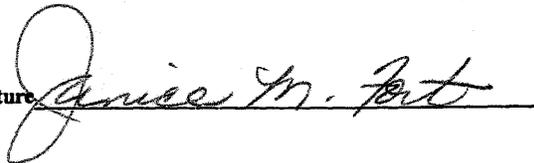
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 18673-C FILED 1425

JUN 19 1996 12 AM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT for sixty (60) railcars ("Assignment Agreement") made and entered into as of June 18, 1996, by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Assignor") and **PROVIDENT COMMERCIAL GROUP, INC.**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has assigned to Assignee that certain lease agreement dated October 21, 1993, between Assignor as Lessor and Wheeling & Lake Erie Railway as Lessee (the "Lease") for sixty (60) railcars bearing the railroad reporting markings as set forth on Exhibit A of such Lease and Schedule I hereto.

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:
Linda M. Baugleman
Risa K. Holt

THE DAVID J. JOSEPH COMPANY
By: [Signature]
Name: Douglas F. McMillan
Title: Vice President

Signed and acknowledged
in the presence of:
[Signature]
[Signature]

PROVIDENT COMMERCIAL GROUP, INC.
By: [Signature]
Name: Darla L. Townsend
Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

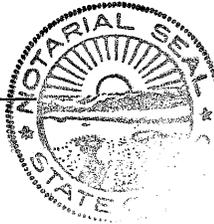
On this 18th day of June, 1996, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the Vice President of The David J. Joseph Company, 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 18th day of June, 1996.


(Notary Signature)

My commission expires:

2-27-2000



JULIA R. JONES
Notary Public, State of Ohio
my commission expires Feb. 27, 2000

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 18th day of June, 1996, before me the subscriber, ella Jean Davis, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Darla L. Townsend, to me personally known, who stated and acknowledged that she is the Vice President of Provident Commercial Group, Inc., an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her 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 she 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 18th day of June, 1996.

ella Jean Davis
(Notary Signature)

My commission expires:
ELLA JEAN DAVIS
Notary Public, State of Ohio
~~My Commission Expires December 20, 2000~~

SCHEDULE I

DESCRIPTION OF EQUIPMENT

CARS: Sixty (60) railcars bearing reporting marks as follows:

WE 482231	WE 482801	WE 482691
WE 482521	WE 482822	WE 482698
WE 482530	WE 482845	WE 482731
WE 482544	WE 482856	WE 482740
WE 482552	WE 482884	WE 482778
WE 482562	WE 482513	WE 482808
WE 482565	WE 482529	WE 482843
WE 482585	WE 482539	WE 482851
WE 482587	WE 482551	WE 482865
WE 482592	WE 482558	WE 482893
WE 482603	WE 482564	WE 2500
WE 482609	WE 482570	WE 2501
WE 482613	WE 482586	WE 2502
WE 482639	WE 482590	WE 2503
WE 482675	WE 482602	WE 2504
WE 482683	WE 482608	WE 2505
WE 482694	WE 482610	WE 2506
WE 482720	WE 482621	WE 2507
WE 482739	WE 482674	WE 2508
WE 482775	WE 482677	WE 2509

LEASE: Railroad Equipment Lease dated October 21, 1993; Amendment to Railroad Equipment Lease dated May 12, 1994; Amendment to Railroad Equipment Lease dated January 12, 1996, by and between The David J. Joseph Company as Lessor and Wheeling & Lake Erie Railway Company.