



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

A
RECORDATION NO. 18672-A
FILED

SEP 11 '97 3-10PM

September 5, 1997

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
SEP 11 3 10 PM '97

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated as of August 29, 1997 between the following parties:

Assignor: DJJ Transportation Services
300 Pike Street
Cincinnati, OH 45202

Assignee: Star Bank, N.A.
425 Walnut Street
Cincinnati, OH 45201-1038

Please see Schedule I attached hereto for the Equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 18672.

Please file this agreement as a secondary document. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosures

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Shelley 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 Bacon

Notary Public



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

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

OFFICE OF THE SECRETARY

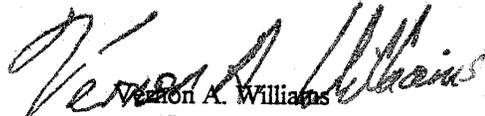
Julie M. Woodard
Documentation Assistant
DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202-4214

DATE: 9/11/97

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 9/11/97 at 3:10PM, and
assigned recordation number(s). 18672-A, 18672-B and 18917-E.

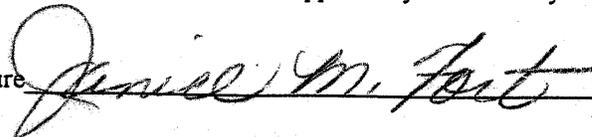
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 72.00 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.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 18672-A FILED

SEP 11 '97 3-10 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

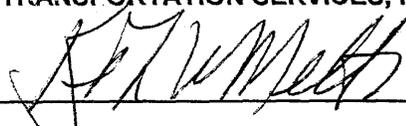
This Memorandum of Assignment and Assumption Agreement ("Assignment Agreement") made and entered into as of August 29, 1997, by and between **DJJ TRANSPORTATION SERVICES, INC. (a subsidiary of The David J. Joseph Company)**, a Delaware Corporation ("Assignor") and **STAR BANK, N.A.**, a national banking association ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated, November 15, 1993 between Assignor, as Lessor, and Sunbelt Asphalt & Materials, Inc., formerly Parker Lafarge, Inc., as Lessee (the "Lease"), for thirty-eight (38) railcars bearing the railroad reporting markings set forth on Schedule I.
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.

DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: Kenneth W. Miller, Jr.

Title: Vice President

STAR BANK, N.A.

By: 

Name: LynnAnne Rose

Title: Assistant Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 29th day of August, 1997, before me the subscriber, CAROLYN A. TRAINOR, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within Kenneth W. Miller, Jr., 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 Memorandum of Assignment and Assumption 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 Memorandum of Assignment and Assumption 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 29th day of August, 1997.

Carolyn A. Trainor
(Notary Signature)

My commission expires: **CAROLYN A. TRAINOR**
Notary Public, State of Ohio
~~My Commission Expires~~ March 14, 1998

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Thirty-eight (38) railcars bearing reporting marks:

WRRC 200 - 202
WRRC 204 - 205
WRRC 207 - 208
WRRC 210 - 212
WRRC 214
WRRC 217
WRRC 221
WRRC 223 - 224
WRRC 226 - 230
WRRC 233
WRRC 235 - 243
WRRC 245 - 248
WRRC 250 - 251
WRRC 253 - 254

LEASE: Dated November 15, 1993 between Sunbelt Asphalt & Materials, Inc., formerly Parker Lafarge, Inc., and DJJ Transportation Services, Inc., a subsidiary of The David J. Joseph Company.