



RECORDATION NO. 18880-B FILED 1425

AUG 15 1994 -3 10 PM

INTERSTATE COMMERCE COMMISSION

The David J. Joseph Company
August 11, 1994

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated June 29, 1994 between the following parties:

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

Assignee: Star Bank, N.A.
425 Walnut Street
Mail Location 8135
Cincinnati, OH 45201-1038

The lease to which this document is connected is recorded under Recordation No. 18880.

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a secondary document. The amount of \$18.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Documentation Assistant

Enclosures

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4397

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

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MEMORANDUM OF

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement for sixty (60) gondola railcars (the "Assignment Agreement") made and entered into as of June 29, 1994 by and between 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 June 6, 1994 between Assignor as Lessor and AMG Resources Corporation as Lessee (the "Lease") for sixty (60) gondola 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:

Steven E. Ward
Debra M. Baughman

THE DAVID J. JOSEPH COMPANY

By: [Signature]

Title: Vice President

Signed and acknowledged
in the presence of:

[Signature]
[Signature]

STAR BANK, N.A.

By: [Signature]

Title: [Signature]

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 29th day of June, 1994, before me the subscriber, JANE A MOELLER, 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 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 29th day of June, 1994.

Jane A. Moeller
(Notary Signature)

My commission expires:

31 June



Jane A. Moeller
Notary Public, State of Ohio
My Commission Expires March 16, 1998

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 29th day of June, 1994, before me the subscriber, James H. Goetz, 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 29th day of June, 1994.



(Notary Signature)

My commission expires:

JAMES H. GOETZ
Notary Public, State of Ohio
My Commission expires July 10, 1995

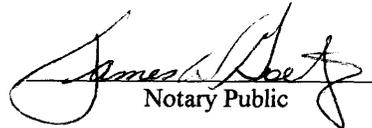
EXHIBIT A

Sixty (60), 1974 Thrall built, 4,000 cubic capacity, rotary dump gondola railcars currently bearing reporting marks as follows:

AMGX 4101 - AMGX 4160, inclusive

CERTIFICATE

The undersigned, James H. Goetz, a 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.



Notary Public

JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995