



The David J. Joseph Company

June 20, 1996

18917-B
JUN 25 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated as of June 6, 1996 between the following parties:

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

Assignee: Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

The lease and Memorandum of Railroad Equipment Lease Amendment to which this document is connected are recorded under Recordation Nos. 18917 and 18917-A.

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

Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Contract Assistant

Enclosures

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

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

CARS: Eighty-one (81), 100 ton, 4000 cubic, 1976 Greenville built open top hopper railcars currently bearing the reporting marks as follows:

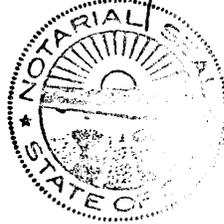
RLMX 3000	RLMX 3032	RLMX 3053	RLMX 3075
RLMX 3001	RLMX 3033	RLMX 3054	RLMX 3076
RLMX 3002	RLMX 3034	RLMX 3055	RLMX 3077
RLMX 3006	RLMX 3035	RLMX 3056	RLMX 3080
RLMX 3008	RLMX 3036	RLMX 3058	RLMX 3081
RLMX 3010	RLMX 3037	RLMX 3060	RLMX 3082
RLMX 3011	RLMX 3039	RLMX 3061	RLMX 3083
RLMX 3012	RLMX 3040	RLMX 3062	RLMX 3084
RLMX 3013	RLMX 3041	RLMX 3063	RLMX 3085
RLMX 3014	RLMX 3042	RLMX 3064	RLMX 3086
RLMX 3017	RLMX 3043	RLMX 3065	RLMX 3087
RLMX 3018	RLMX 3044	RLMX 3066	RLMX 3088
RLMX 3019	RLMX 3045	RLMX 3067	RLMX 3089
RLMX 3020	RLMX 3046	RLMX 3068	RLMX 3090
RLMX 3021	RLMX 3047	RLMX 3069	RLMX 3091
RLMX 3023	RLMX 3048	RLMX 3070	RLMX 3092
RLMX 3024	RLMX 3049	RLMX 3071	RLMX 3093
RLMX 3025	RLMX 3050	RLMX 3072	RLMX 3094
RLMX 3026	RLMX 3051	RLMX 3073	RLMX 3095
RLMX 3027	RLMX 3052	RLMX 3074	RLMX 3097
RLMX 3030			

LEASE: Dated January 14, 1994, between Inland Steel Flat Products Company and The David J. Joseph Company.

CERTIFICATE

The undersigned, Julia Jones, 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.

Julia R. Jones
Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

18917-B

JUN 2 1996

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement for eighty-one (81) railcars ("Assignment Agreement") made and entered into as of June 6, 1996, by and between The David J. Joseph Company, 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 January 14, 1994, between Assignor as Lessor and Inland Steel Fiat Products Company as Lessee (the "Lease") for eighty-one 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:

Jo Ann Brems

Wanda Stahl

THE DAVID J. JOSEPH COMPANY

By: 

Name: Douglas F. McMillan

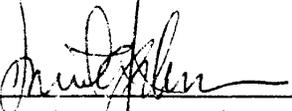
Title: Vice President

Signed and acknowledged
in the presence of:

Carolyn Nash

Max S. Raloff

THE FIFTH THIRD LEASING COMPANY

By: 

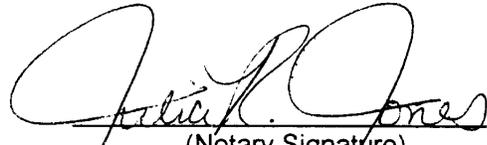
Name: David A. Jackson

Title: Sr. V.P.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

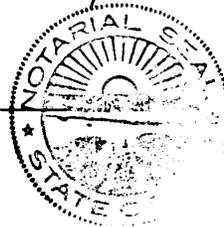
On this 6th day of June, 1996, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the Vice President 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 6th 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 6th day of June, 1996, before me the subscriber,
Carolyn Rash, 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 Sr. 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 June, 1996.

CAROLYN RASH
Notary Public, State of Ohio
My Commission Expires May 10, 1997
Carolyn Rash
(Notary Signature)

My commission expires:
