



The David J. Joseph Company

August 26, 1994

RECORDATION NO. 18932-A FILED 1994

AUG 30 1994 -3 35 PM

INTERSTATE COMMERCE COMMISSION

0100350031

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 as of July 31, 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

RECEIVED  
OFFICE OF THE  
SECRETARY  
AUG 30 2 35 PM '94  
LICENSING BRANCH

The lease to which this document is connected is recorded under Recordation No. 18932.

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 a check that was already sent to you in error. The check number is 289321, in the amount of \$36.00.

Sincerely,

THE DAVID J. JOSEPH COMPANY  
*Julia R. Jones*  
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

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

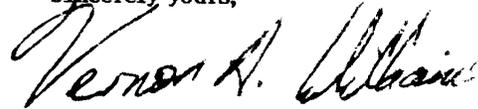
AUGUST 30, 1994

JULIA R. JONES  
THE DAVID J. JOSEPH COMPANY  
P O BOX 1078  
CINCINNATI OHIO 45201-1078

Dear MS. JONES:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/30/94 at 3:35PM, and assigned recordation number(s). 18932-A and 18932-B.

Sincerely yours,

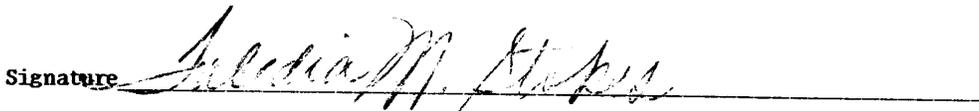


Vernon A. Williams  
Acting Secretary

Enclosure(s)

\$ 36.00 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



AUG 30 1994 -3 55 PM

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement for one hundred ten (110) gondola railcars (the "Assignment Agreement") made and entered into as of July 31, 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 May 16, 1994 between Assignor as Lessor and Iowa-Illinois Gas and Electric Company as Lessee (the "Lease") for one hundred ten (110) 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  
Julia K. Jones

THE DAVID J. JOSEPH COMPANY  
By: [Signature]  
Title: Executive Vice President, CFO

Signed and acknowledged  
in the presence of:  
Steven E. Ward  
[Signature]

STAR BANK, N.A.  
By: [Signature]  
Title: Vice President

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

On this 4th day of August, 1994, before me the subscriber, Michael Dicecco, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named John R. Maurer 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 4th day of August, 1994.



MICHAEL DICECCO  
Notary Public, State of Ohio  
My Commission Expires July 11, 1999

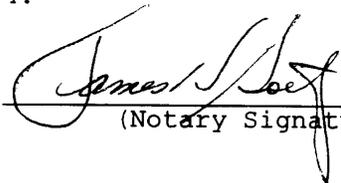
Michael Dicecco  
(Notary Signature)

My Commission Expires:

STATE OF OHIO            )  
                                  )    SS:  
COUNTY OF HAMILTON)

On this 4th day of August, 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 William J. Zeck to me personally known, who stated and acknowledged that he is the EXECUTIVE VICE PRESIDENT, CFO 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 4th day of August, 1994.

  
\_\_\_\_\_  
(Notary Signature)

My commission expires:        **JAMES H. GOETZ**  
  Notary Public, State of Ohio  
\_\_\_\_\_  
  My Commission Expires July 10, 1995

## EXHIBIT A

One hundred ten (110), 1974-built, 100-ton, gondola railcars bearing car marks as follows:

LGSX 301	LGSX 377	LGSX 440	LGSX 499
LGSX 302	LGSX 382	LGSX 441	LGSX 502
LGSX 304	LGSX 385	LGSX 442	LGSX 510
LGSX 305	LGSX 386	LGSX 444	LGSX 512
LGSX 308	LGSX 394	LGSX 445	LGSX 514
LGSX 310	LGSX 396	LGSX 447	LGSX 518
LGSX 311	LGSX 397	LGSX 449	LGSX 520
LGSX 312	LGSX 402	LGSX 450	LGSX 521
LGSX 322	LGSX 403	LGSX 451	LGSX 522
LGSX 324	LGSX 404	LGSX 453	LGSX 524
LGSX 326	LGSX 405	LGSX 456	LGSX 525
LGSX 332	LGSX 407	LGSX 461	LGSX 534
LGSX 333	LGSX 408	LGSX 462	LGSX 537
LGSX 335	LGSX 409	LGSX 463	LGSX 539
LGSX 336	LGSX 411	LGSX 467	LGSX 542
LGSX 340	LGSX 412	LGSX 471	LGSX 545
LGSX 341	LGSX 413	LGSX 472	LGSX 548
LGSX 342	LGSX 415	LGSX 476	LGSX 556
LGSX 348	LGSX 418	LGSX 481	LGSX 559
LGSX 354	LGSX 421	LGSX 486	LGSX 563
LGSX 356	LGSX 423	LGSX 487	LGSX 565
LGSX 358	LGSX 424	LGSX 488	LGSX 566
LGSX 359	LGSX 425	LGSX 489	LGSX 567
LGSX 363	LGSX 427	LGSX 492	LGSX 568
LGSX 364	LGSX 428	LGSX 495	LGSX 569
LGSX 366	LGSX 432	LGSX 497	LGSX 574
LGSX 369	LGSX 433	LGSX 498	LGSX 578
LGSX 376	LGSX 437		

REGISTRATION NO. 18932-A FILED 1425

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OHIO ESTATE COMMISSION

**CERTIFICATE**

The undersigned, Kathy Shaner, 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.

*Kathy Shaner*  
Notary Public

KATHY J. SHANER  
Notary Public, State of Ohio  
My Commission Expires June 7, 1997