

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
425 WALNUT STREET
CINCINNATI, OHIO 45202-3957

0100349041

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SUITE 500 - 825 INDIANA AVENUE, N.W.
WASHINGTON, D.C. 20004-2901
202-628-2838
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COLUMBUS, OHIO OFFICE
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614-221-2838
FAX: 614-221-2007

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THOMAS MORE CENTRE
2670 CHANCELLOR DRIVE
CRESTVIEW HILLS, KENTUCKY 41017-3491
606-331-2838
513-381-2838
FAX: 513-381-6613

August 24, 1994

CERTIFIED MAIL/RETURN RECEIPT REQUESTED

Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423
Attn: Mildred Lee
Room 2303

RECORDATION NO. 18933-FILED 1425

AUG 29 1994 - 3 30 PM

U.S. DEPARTMENT OF TRANSPORTATION
OFFICE OF THE SECRETARY

Dear Ms. Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated May 31, 1994. The primary document to which it relates is a Railroad Equipment Lease, dated January 6, 1994 and filed under recordation number 18933. We request that the enclosed document be cross indexed.

The names and address of the parties to the document are as follows:

- LESSOR/ASSIGNOR: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202
- ASSIGNEE: The Firth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, Ohio 45263
- LESSEE: Morton International, Inc.
100 North Riverside Plaza
Randolph St.
Chicago, Illinois 60606-1597

The equipment covered by the enclosed document is sixty-eight (68), 3,560 cubic capacity, covered hopper railcars, currently bearing the reporting marks set forth in Exhibit A attached hereto.

RECEIVED
OFFICE OF THE
SECRETARY
AUG 29 3 27 PM '94
U.S. DEPARTMENT OF TRANSPORTATION

Ms. Mildred Lee
August 24, 1994
Page 2

A fee of \$18.00 is enclosed. Please return the original executed copy of the enclosed document to:

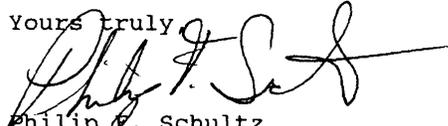
Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

A short summary of the document to appear in the index follows:

Memorandum of Assignment and Assumption Agreement between The Fifth Third Leasing Company, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, as Assignee and The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Assignor/Lessor, dated May 31, 1994, which pertains to a Lease Agreement for railroad cars having Morton International, Inc., 100 North Riverside Plaza, Randolph St., Chicago, Illinois 60606-1597, as Lessee, and covering sixty-eight (68), 3,560 cubic capacity, covered hopper railcars.

Please call me if you should have any questions.

Yours truly



Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS:sa
Enclosure

EXHIBIT A

Sixty-eight (68) 3,560 cubic capacity, covered hopper railcars currently bearing reporting marks as follows:

DJX 4200 - DJX 4267, inclusive

Interstate Commerce Commission
Washington, D.C. 20423

AUGUST 30, 1994

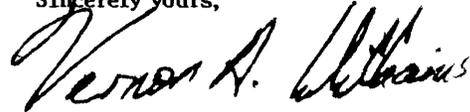
OFFICE OF THE SECRETARY

PHILIP F. SCHULTZ
TAFT, STETTINIUS & HOLLISTER
1800 STAR BANK CENTER
425 WALNUT STREET
CINCINNATI OHIO 45202-3957

Dear MR. SCHULTZ:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/29/94 at 3:30PM, and assigned recordation number(s). 18933-A

Sincerely yours,

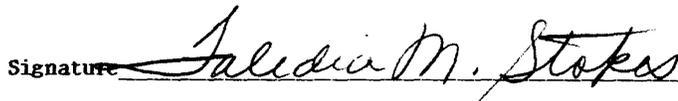


Vernon A. Williams
Acting Secretary

Enclosure(s)

\$ 18.00 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. 18933-A FILED 1425

CERTIFICATE

AUG 29 1994 -3 30 PM

IN THE STATE OF OHIO COMMISSION

The undersigned, Stephen M. Griffith, Jr., 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

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC, STATE OF OHIO
My Commission Expires 03/31/97
14th Section, 17th District

RECORDATION NO. 18933-A FILED 1425

AUG 29 1994 -3 30 PM

MEMORANDUM OF

RECORDABLE COMMERCIAL COMMISSION

ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement for sixty-eight (68) covered hopper railcars ("Assignment Agreement") made and entered into as of May 31, 1994 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 6, 1994 between Assignor as Lessor and Morton International, Inc. as Lessee (the "Lease") for sixty-eight (68) covered hopper 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.

THE DAVID J. JOSEPH COMPANY

By: James J. Scott

Title: Division Vice President

THE FIFTH THIRD LEASING COMPANY

By: Tom Bohde

Title: Exec Vice President

EXHIBIT A

Sixty-eight (68) 3,560 cubic capacity, covered hopper railcars currently bearing reporting marks as follows:

DJX 4200 - DJX 4267, inclusive

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 25th day of May, 1994, before me the subscriber, Kathy J. Shaner, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz to me personally known, who stated and acknowledged that he is the Division 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 25th day of May, 1994.

Kathy J. Shaner
(Notary Signature)

My commission expires:

KATHY J. SHANER
Notary Public, State of Ohio
My Commission Expires 7/1/97

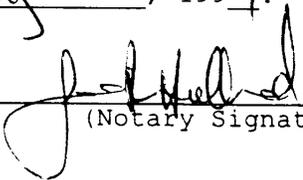
STATE OF Ohio)
COUNTY OF Hamilton)

SS:

On this 25th day of May, 1994,
before me the subscriber, James R. Hubbard, a
Notary Public, duly commissioned, qualified and acting,
within and for said County and State, appeared in person
the within named Tom A. Babenrad to me personally
known, who stated and acknowledged that he is the
Executive Vice President of The Fifth Third Leasing Company
(title) (company)
a Ohio corporation, and duly authorized
(state)

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 25th day of May, 1994.


(Notary Signature)

My commission expires:

JAMES ROBERT HUBBARD, Esq. Attorney at Law
Notary Public, State of Ohio
My Commission Expires _____
Section 14769