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18989-B
The David J. Joseph Company

January 23, 1995

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., NW
Room 2303
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two originals of the Memorandum of Assignment and Assumption Agreement dated as of December 20, 1994 between the following parties:

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

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

The lease to which this document is connected is recorded under Recordation No. 18989.

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
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
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement for thirty-five (35) railcars ("Assignment Agreement") made and entered into as of December 20, 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 August 5, 1994 between Assignor as Lessor and Chicago and North Western Railway Company as Lessee (the "Lease") for thirty-five (35) 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
Tracy Jones

THE DAVID J. JOSEPH COMPANY

By: [Signature]

Title: Vice President

Signed and acknowledged
in the presence of:

Steven E. Ward
Julia R. Jones

THE FIFTH THIRD LEASING COMPANY

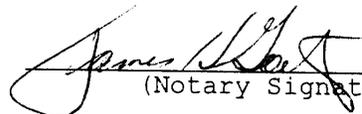
By: [Signature]

Title: S.V.P.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 20th day of December, 1994, before me the subscriber, JAMES A. GOETZ, 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 20th day of December, 1994.


(Notary Signature)

My commission expires:

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

EXHIBIT A

Thirty-five (35) railcars currently bearing reporting marks as follows:

CNW 370100 - CNW 370134, inclusive