



The David J. Joseph Company

January 13, 1995

RECORDATION NO. 19134-A FILED 1428  
JAN 17 1995 - 12:22 PM  
INTERSTATE COMMERCE COMMISSION

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 15, 1994 between the following parties:

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

Buyer: 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. 19134.

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

RECORDATION NO. 19134-A

JAN 7 1995 - 12:30 PM

INTERSTATE COMMERCE

MEMORANDUM OF

ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement for eighty-six (86) railcars (the "Assignment Agreement") made and entered into as of December 15, 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 December 1, 1994 between Assignor as Lessor and Wisconsin Central Ltd. as Lessee (the "Lease") for eighty-six (86) 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  
[Signature]

THE DAVID J. JOSEPH COMPANY

By: [Signature]

Title: Vice President

Signed and acknowledged  
in the presence of:

John R. Maurer  
Steven E. Ward

STAR BANK, N.A.

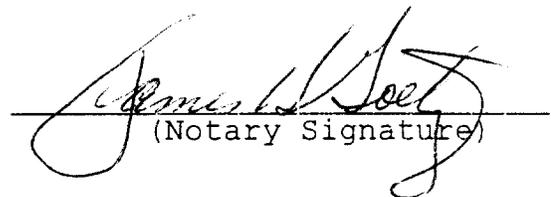
By: [Signature]

Title: Vice President

STATE OF OHIO            )  
                                  )    SS:  
COUNTY OF HAMILTON)

On this 15<sup>th</sup> day of December, 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 15<sup>th</sup> day of December, 1994.

  
(Notary Signature)

My commission expires:

JAMES H. GOETZ  
Notary Public, State of Ohio  
My Commission expires July 13, 1995

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

On this 15<sup>th</sup> day of December, 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 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 15<sup>th</sup> day of December, 1994.

Michael Dicecco  
(Notary Signature)

My commission expires:



**MICHAEL DICECCO**  
Notary Public, State of Ohio  
My Commission Expires July 11, 1998

**EXHIBIT A**

Eighty-six (86) railcars currently bearing reporting marks  
as follows:

WC 31100 - WC 31185, inclusive