RECORDATION NO. 19380-A FILED

OCT 29 '97 2-13PM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

October 20, 1997

RECEIVED SURFACE TRANSPORTATION BOARD OCT 29 2 13 AM '97

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is one (1) original and one (1) copy of the Memorandum of Assignment and Assumption Agreement dated as of October 15, 1997 between the following parties:

Assignor: DJJ Transportation Services
300 Pike Street
Cincinnati, OH 45202

Assignee: Star Bank, N.A.
425 Walnut Street
Mail Loc. 8135
Cincinnati, OH 45202

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

The lease to which this document is connected is recorded under Recordation No. 19380.

Please file this agreement as a secondary document. The amount of $24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon

Shelley B. Bacon
Contract Assistant

Enclosures

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

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

CERTIFICATE

The undersigned, Shelley B. Bacon 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.

Shelley B. Bacon
Notary Public

NOTARIAL SEAL
STATE OF OHIO

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Shelley B. Bacon
Contract Assistant
RJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OHio 45202-4[illegible]

DATE: 10/29/97

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 10/29/97 at 2:13PM, and assigned recordation number(s). 19380-A and 19380-B.

Sincerely Yours,

Vernon A. Williams
Secretary

Enclosure(s)

$ 48.00 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature Janice M. Fort

RECORDATION NO. 19380-A FILED

OCT 29 '97 2-13 PM

MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Assignment Agreement") made and entered into as of October 15, 1997, by and between **DJJ TRANSPORATION SERVICES, INC. (a subsidiary of 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, April 12, 1995 between Assignor, as Lessor, and Wisconsin Central, Ltd., for sixty (60) railcars bearing the railroad reporting markings set forth on Schedule I.

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.

DJJ TRANSPORTATION SERVICES, INC.

By: _____

Name: Douglas F. McMillan

Title: President

STAR BANK, N.A.

By: _____

Name: Kim J. Trombetta

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 15th day of October, 1997, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., 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 this Memorandum of Assignment and Assumption Agreement for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Memorandum of Assignment and Assumption Agreement 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 15th day of October, 1997.

Shelley B. Bacon
(Notary Signature)

NOTARIAL SEAL STATE OF OHIO

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

My commission expires:

July 22, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 15th day of October, 1997, before me the subscriber, Chang Cho, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kim J. Trombetta [redacted] 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 this Memorandum of Assignment and Assumption Agreement for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Memorandum of Assignment and Assumption Agreement 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 15th day of October, 1997.

NOTARIAL SEAL STATE OF OHIO

Chang K. Cho
Notary Public, State of Ohio
My Commission Expires February 1, 1998

(Notary Signature)

My commission expires:

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Sixty (60) railcars bearing reporting marks:

WC 31200	WC 31234
WC 31201	WC 31235
WC 31202	WC 31236
WC 31203	WC 31237
WC 31204	WC 31238
WC 31205	WC 31239
WC 31206	WC 31240
WC 31207	WC 31242
WC 31208	WC 31243
WC 31209	WC 31244
WC 31212	WC 31245
WC 31213	WC 31246
WC 31214	WC 31247
WC 31215	WC 31248
WC 31216	WC 31249
WC 31218	WC 31250
WC 31219	WC 31251
WC 31220	WC 31252
WC 31221	WC 31254
WC 31222	WC 31255
WC 31223	WC 31256
WC 31224	WC 31257
WC 31226	WC 31258
WC 31227	WC 31260
WC 31228	WC 31261
WC 31229	WC 31262
WC 31230	WC 31264
WC 31231	WC 31265
WC 31232	WC 31267
WC 31233	WC 31268

LEASE: Dated April 12, 1995 between Wisconsin Central, Ltd. and DJJ Transportation Services, Inc., a subsidiary of The David J. Joseph Company.