

C O R P O R A T I O N

0100923018

December 14, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

19696-A

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is a Memorandum of Assignment and Assumption Agreement dated December 7, 1995 between the following parties:

Assignee: ICX Corporation
3 Summit Park Drive, Suite 200
Cleveland, OH 44131

Assignor: David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202-4214

The Equipment involved in this lease includes:

Equipment: See Schedule 1 to the Memorandum and Assumption Agreement

Also included are the following documents:

1. One (1) copy of the original Memorandum of Railroad Equipment Lease Agreement filed by the David J. Joseph Company
2. One (1) copy of the original recordation made by the David J. Joseph Company

Please record this agreement as a primary document. The filing fee of \$21 is enclosed. Thank you for your assistance.

Sincerely,

Lisa D. Thompson
Lease Administrator

Enclosures

ICX CORPORATION

3 Summit Park Drive

Suite 200

Cleveland, OH 44131

(216) 328-8700 • Fax (216) 328-8710



Interstate Commerce Commission
Washington, D.C. 20423-0001

1/17/96

Office Of The Secretary

Lisa D. Thompson
Lease Administrator
ICX Corporation
3 Summit Park Drive, Ste. 200
Cleveland, Ohio 44131

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/17/96 at 11:30AM, and assigned recordation number(s). 19696-A,

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100923018)

\$ 21.00 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

19696-A

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement for forty (40) railcars ("Assignment Agreement") made and entered into as of December 7, 1995, by and between The David J. Joseph Company, a Delaware corporation ("Assignor") and ICX Corporation, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated October 23, 1995, between Assignor as Lessor and RailTex, Inc. as Lessee (the "Lease") for forty (40) railcars bearing the railroad reporting markings set forth on Exhibit A of such Lease and Schedule I hereto.
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:

Linda M. Laughman
Jo Ann Brems

THE DAVID J. JOSEPH COMPANY

By: 

Name: Douglas F. McMillan

Title: Vice President

Signed and acknowledged
in the presence of:

Hebe J. Cook
Melissa Happel

ICX CORPORATION

By: 

Name: MICHAEL R. BABBITT
SENIOR VICE PRESIDENT

Title: _____

STATE OF Ohio)
COUNTY OF Cuyahoga) SS:

On this 12th day of December, 1995, before me the subscriber, Deborah J. Cook, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named MICHAEL BABBITT to me personally known, who stated and acknowledged that he is the Sr. Vice President of ICX Corporation, 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 12th day of December, 1995.

Deborah J. Cook
(Notary Signature)

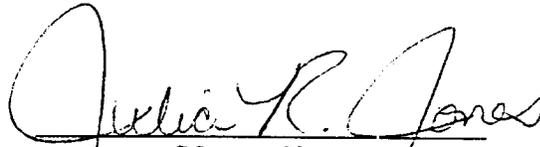
My commission expires:

DEBORAH J. COOK
NOTARY PUBLIC, STATE OF OHIO
Recorded in Cuyahoga County
My Comm. Expires Jan. 14, 1998

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 7th day of December, 1995, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within names 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 7th day of December, 1995.


(Notary Signature)

My commission expires:

2-27-2000



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

SCHEDULE I

DESCRIPTION OF EQUIPMENT

Forty (40) gondola railcars bearing reporting marks:

GSWR 46001	GSWR 46044	MMRR 46071	MMRR 46099
GSWR 46004	GSWR 46047	MMRR 46072	MMRR 46115
GSWR 46006	GSWR 46049	MMRR 46074	MMRR 46118
GSWR 46010	GSWR 46054	MMRR 46076	MMRR 46124
GSWR 46017	GSWR 46055	MMRR 46077	MMRR 46132
GSWR 46022	GSWR 46056	MMRR 46086	MMRR 46133
GSWR 46029	GSWR 46059	MMRR 46087	MMRR 46138
GSWR 46030	GSWR 46060	MMRR 46091	MMRR 46139
GSWR 46034	GSWR 46063	MMRR 46095	MMRR 46140
GSWR 46036	GSWR 46065	MMRR 46098	MMRR 46148