



The David J. Joseph Company

19716-#

April 8, 1996

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
12<sup>th</sup> Street and Constitution Ave., NW  
Washington, DC 20423

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated as of March 22, 1996 between the following parties:

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

Assignee: Star Bank, N.A.  
425 Walnut Street  
Cincinnati, OH 45201

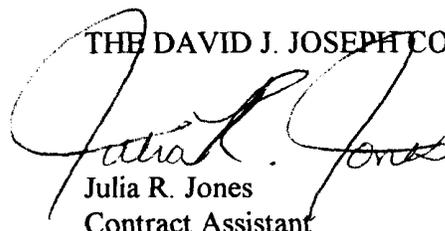
The lease to which this document is connected is recorded under Recordation No. 19716.

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

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  
Contract Assistant

Enclosures

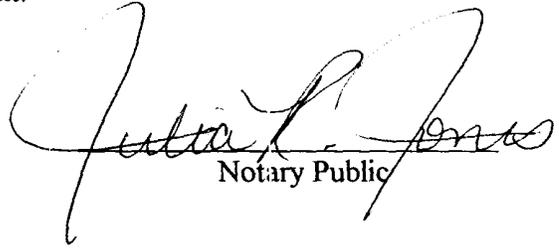
Railroad Equipment Leasing  
and Marketing Division

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4433

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

**CERTIFICATE**

The undersigned, Julia Jones, 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



**JULIA R. JONES**  
Notary Public, State of Ohio  
My Commission Expires Feb. 27, 2009

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001

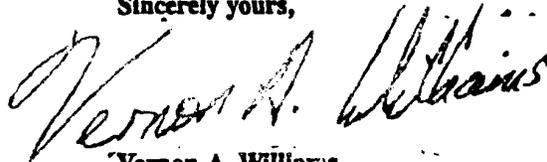
4/11/96

Julia R. Jones  
Contract Assistant  
The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202-4214

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 4/11/96 at 11:35AM, and assigned recordation number(s). 19716-A and 19716-B.

Sincerely yours,

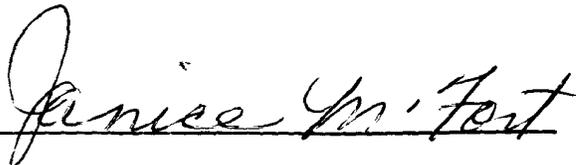


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 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



197/6-A

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement for one hundred seventy (170) railcars ("Assignment Agreement") made and entered into as of March 22, 1996, 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 September 1, 1995, between Assignor, as Lessor, and Soo Line Railroad Company, as Lessee, (the "Lease"), for one hundred seventy (170) 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.

Signed and acknowledged  
in the presence of:

Sinda M. Baughman

Jo Ann Bremer

**THE DAVID J. JOSEPH COMPANY**

By: B.F.W.

Name: Douglas F. McMillan

Title: Vice President

Signed and acknowledged  
in the presence of:

Mary F. Randolph

Sinda M. Baughman

**STAR BANK, N.A.**

By: Kim J. Trombetta

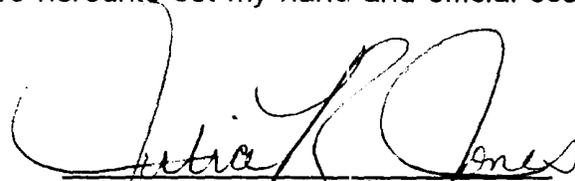
Name: Kim J. Trombetta

Title: Vice President

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON )

On this 22<sup>nd</sup> day of March, 1996, 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 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 22<sup>nd</sup> day of March, 1996.

  
(Notary Signature)

My commission expires:

2-27-2000



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

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON )

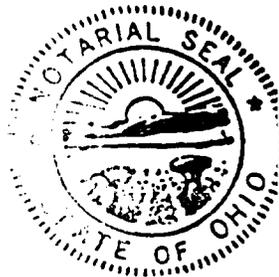
On this 22<sup>nd</sup> day of March, 1996, before me the subscriber, Michael Dicecco, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kim J. Trombetta to me personally known, who stated and acknowledged that he is the 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 22<sup>nd</sup> day of March, 1996.

  
(Notary Signature)

My commission expires:

July 11, 1999



MICHAEL DICECCO  
Notary Public, State of Ohio  
My Commission Expires July 11, 1999

**SCHEDULE I  
TO**

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS:** One hundred seventy (170) railcars bearing reporting marks as follows:

SSMX 5000-5006, INCLUSIVE  
SSMX 5008-5013, INCLUSIVE  
SSMX 5015-5046, INCLUSIVE  
SSMX 5048-5126, INCLUSIVE  
SSMX 5128-5157, INCLUSIVE  
SSMX 5159-5174, INCLUSIVE

**LEASE:** Dated September 1, 1995, between Soo Line Railroad Company and The David J. Joseph Company.