



19904

The David J. Joseph Company

January 16, 1996

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

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated as of December 29, 1995, between the following parties:

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

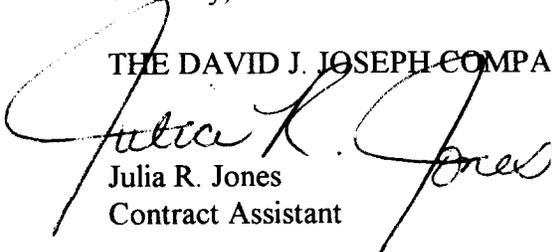
Assignor: Southern Illinois Railcar Company  
One Mark Twain Plaza, Suite #225  
Edwardsville, IL 62025

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a <sup>primary</sup> ~~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



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

1/22/96

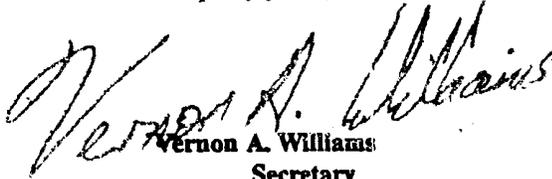
Office Of The Secretary

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 1/22/96 at 10:40AM, and assigned recordation number(s). 19903 and 19904.

Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)  
(C10093008)

\$ 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



**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.

*Julia R. Jones*  
Notary Public



**JULIA R. JONES**  
Notary Public, State of Ohio  
My Commission Expires Feb. 27, 2001

MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement (the "Memorandum of Assignment and Assumption") for forty-eight (48) 100-ton railcars entered into as of ~~October 13~~, 1995 by and between **Southern Illinois Railcar Company**, an Illinois corporation ("Assignor") and **The David J. Joseph Company** a Delaware corporation ("Assignee").

DECEMBER 29,  
*[Signature]*

W I T N E S S E T H

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease dated July 31, 1995, between Assignor as Lessor and **Cargill, Incorporated** as Lessee (the "Lease") for forty-eight (48) 100-ton railcars bearing railroad reporting markings as set forth on Schedule A.

2. This Memorandum of Assignment and Assumption 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 Memorandum of Assignment and Assumption to be signed and sealed by their respective corporate officers as of the date and year first above written.

WITNESS:

*Ralph Lee*  
\_\_\_\_\_

SOUTHERN ILLINOIS RAILCAR COMPANY

By: *[Signature]*  
\_\_\_\_\_

Title: Vice President

Date: December 29, 1995

WITNESS:

*Linda M. Baughman*  
\_\_\_\_\_

THE DAVID J. JOSEPH COMPANY

By: *[Signature]*  
\_\_\_\_\_

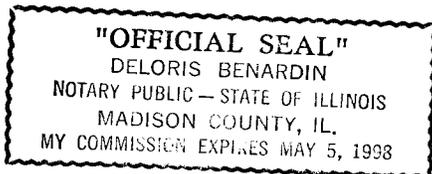
Title: Vice President

Date: October 13, 1995

STATE OF ILLINOIS     )  
                                  )     SS:  
COUNTY OF MADISON    )

On this 29TH day of December, 1995, before me the subscriber, Deloris Benardin, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named GARY J. GOODMAN to me personally known, who stated and acknowledged that he is the VICE PRESIDENT of **SOUTHERN ILLINOIS RAILCAR COMPANY**, an Illinois 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 29TH day of December, 1995.



Deloris Benardin  
(Notary Signature)

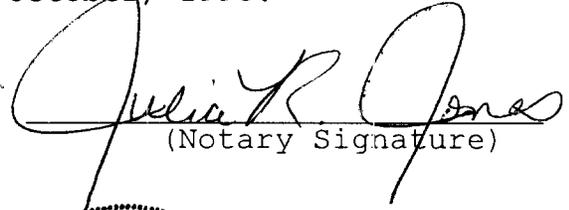
My commission expires: 5-5-98

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STATE OF OHIO            )  
                                  )    SS:  
COUNTY OF HAMILTON    )

On this 13th day of October, 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 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 13th day of October, 1995.

  
(Notary Signature)

My commission expires:  
2-27-2000



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

SCHEDULE A

DESCRIPTION OF EQUIPMENT

Forty-eight (48), 100-ton railcars bearing reporting marks as follows:

SIRX 520000	SIRX 520012	SIRX 520024	SIRX 520036
SIRX 520001	SIRX 520013	SIRX 520025	SIRX 520037
SIRX 520002	SIRX 520014	SIRX 520026	SIRX 520038
SIRX 520003	SIRX 520015	SIRX 520027	SIRX 520039
SIRX 520004	SIRX 520016	SIRX 520028	SIRX 520040
SIRX 520005	SIRX 520017	SIRX 520029	SIRX 520041
SIRX 520006	SIRX 520018	SIRX 520030	SIRX 520042
SIRX 520007	SIRX 520019	SIRX 520031	SIRX 520043
SIRX 520008	SIRX 520020	SIRX 520032	SIRX 520044
SIRX 520009	SIRX 520021	SIRX 520033	SIRX 520045
SIRX 520010	SIRX 520022	SIRX 520034	SIRX 520046
SIRX 520011	SIRX 520023	SIRX 520035	SIRX 520047