



20055-A

The David J. Joseph Company

October 11, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th 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 August 13, 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 45201-1038

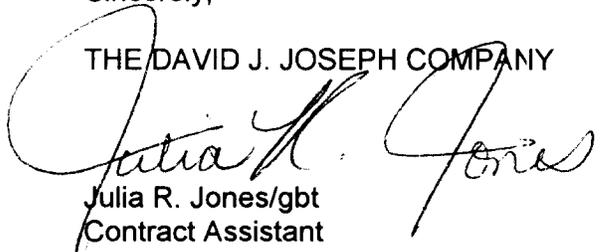
The Lease to which this document is connected is recorded under Recordation No. 20055 dated May 9, 1996.

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

Please file this Memorandum as a secondary document. The amount of \$22.00 is included in the enclosed check.

Sincerely,

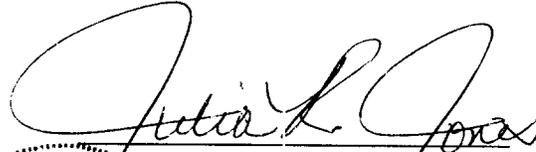
THE DAVID J. JOSEPH COMPANY

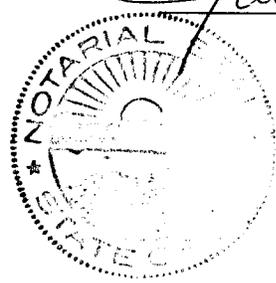

Julia R. Jones/gbt
Contract Assistant

Enclosures

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, 2000



20055-A

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement for fourteen (14) railcars ("Assignment Agreement") made and entered into as of August 13, 1996, by and between **The David J. Joseph Company**, a Delaware corporation ("Assignor") and **Star Bank, N.A.**, a national banking association ("Assignee").

WITNESSETH:

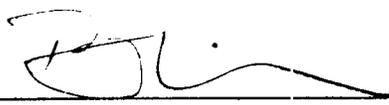
1. Assignor has agreed to assign to Assignee that certain lease agreement dated March 7, 1996, between Assignor, as Lessor, and LaCiede Steel Company, as Lessee, (the "Lease"), for fourteen (14) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Assignment Agreement shall 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:

Linda M. Sussman
Mary J. Randolph

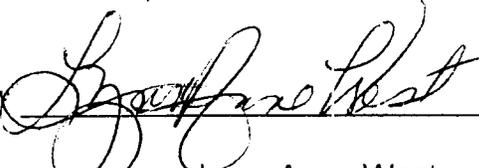
THE DAVID J. JOSEPH COMPANY

By: 
Name: Douglas F. McMillan
Title: Vice President

Signed and acknowledged
in the presence of:


Lynn Anne West

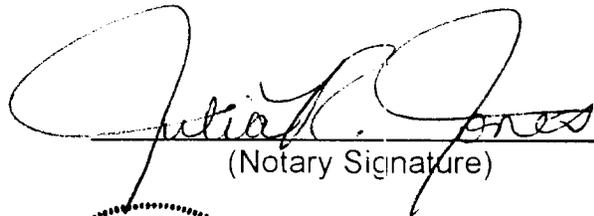
STAR BANK, N.A.

By: 
Name: Lynn Anne West
Title: Assistant Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 13th day of August, 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 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 13th day of August, 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 13 day of August, 1996, 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 Lynn Anne West to me personally known, who stated and acknowledged that she is the Assistant 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 her 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 she 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 13 day of August, 1996.



(Notary Signature)

My commission expires:



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

SCHEDULE I
TO

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Twenty-eight (28) bulkhead flat cars modified into fourteen (14) articulated bulkhead flat cars bearing reporting marks as follows:

DJJX 8000-8013, INCLUSIVE

LEASE: Dated March 7, 1996, between LaClede Steel Company and The David J. Joseph Company.