

MAR 12 '99

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**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of February 18, 1999 by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignor") and **NATIONAL CITY LEASING CORPORATION**, a corporation organized under the laws of the Commonwealth of Kentucky ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated December 15, 1998 between Assignor, as Lessor, and Ohio Central Railroad, for fifty-two (52) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below 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 Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of February 25, 1999

**DJJ TRANSPORTATION SERVICES, INC.**

By: Paul E. Loebig

Name: Paul E. Loebig

Title: Vice President

**NATIONAL CITY LEASING CORPORATION**

By: J. E. Vittitow

Name: Ed Vittitow

Title: Sr. Vice President

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON)

On this 18th day of February, 1999, before me the subscriber, JULIE M. WOODARD, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul E. Loebig, to me personally known, who stated and acknowledged that he is the Vice 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 document 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 document 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 18<sup>th</sup> day of February, 1999.

Julie M. Woodard  
(Notary Signature)

My commission expires:

Sept. 24, 2002



**JULIE M. WOODARD**  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002

STATE OF KENTUCKY            )  
  ) SS:  
COUNTY OF JEFFERSON        )

On this 19th day of February, 1999, before me the subscriber, Sheila Ann DeLongray, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Ed Vittitow, to me personally known, who stated and acknowledged that he/she is the Sr. Vice President of National City Leasing Corporation, a corporation organized under the laws of the Commonwealth of Kentucky, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document 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 19 day of February, 1999.

Sheila Ann DeLongray  
(Notary Signature)

My commission expires:

Notary Public, State at Large. KY  
My Commission Expires Mar. 6, 2002  
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**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS:** Fifty-two (52) railcars bearing the reporting marks:

OHCR 6021-6052, inclusive.

**LEASE:** Dated December 15, 1998 between DJJ Transportation Services, Inc. and Ohio Central Railroad.