



DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

November 13, 1997

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 17964-B,C FILED

NOV 17 '97 2-14 PM

NOV 17 2 14 PM '97
RECEIVED
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of October 30, 1997 and of the Memorandum of Assignment and Assumption Agreement dated as of October 30, 1997 between the following parties:

Buyer: Star Bank, N.A.
425 Walnut Street
Mail Location 8135
Cincinnati, OH 45201-1038

Seller: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment involved in each transaction.

Please file these agreements as secondary documents. The lease document to which they are connected was filed under Recordation No. 17964 and subsequent amendment was filed under Recordation No. 17964-A. The amount of \$24.00 for each agreement is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard
Documentation Assistant

Enclosures

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

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

CERTIFICATE

The undersigned, Julie M. Woodard 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.

Julie M. Woodard
Notary Public



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

NOV 17 '97

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Assignment Agreement") made and entered into as of October 30, 1997, by and between **DJJ TRANSPORTATION SERVICES, INC.** (a subsidiary of 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, July 22, 1992 between Assignor, as Lessor, and Southern Illinois Railcar Corporation, as amended by Amendment to Railroad Equipment Lease dated December 14, 1992, for thirty-four (34) 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.

DJJ TRANSPORTATION SERVICES, INC.

By: Name: Douglas F. McMillanTitle: President

STAR BANK, N.A.

By: Name: LynnAnne RoseTitle: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 30th day of October, 1997, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the 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 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 30th day of October, 1997.

Shelley B. Bacon
(Notary Signature)



My commission expires:
July 22, 2002

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 30th day of October, 1997, before me the subscriber, Chang K. Cho, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named LynnAnne Rose to me personally known, who stated and acknowledged that she 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 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 30th day of October, 1997.



(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 : Thirty-four (34) railcars bearing reporting marks:

SIRX 400005	SIRX 460019
400006	465022
400007	470001
400008	470006
400009	470007
400010	470008
400011	470009
400012	470010
400013	470011
400014	470012
400015	470013
400017	470014
442713	470015
460015	475000
460016	475001
460017	480001
460018	480002

LEASE: Dated July 22, 1992 between The David J. Joseph Company, as Lessor, and Southern Illinois Railcar Corporation, as Lessee, as amended by the Amendment To Railroad Equipment Lease dated December 14, 1992.