



The David J. Joseph Company

January 23, 1995

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

RECORDATION NO. 17803-B  
FILED 1/26/95  
JAN 26 1995 9:55 AM  
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed are two originals of the Memorandum of Assignment and Assumption Agreement dated as of January 12, 1995 between the following parties:

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

Assignor: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

The lease to which this document is connected is recorded under Recordation No. 17803.

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  
Documentation Assistant

Enclosures

Railroad Equipment Leasing  
and Marketing Division

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8777  
FAX (513) 345-4397

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



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

1/26/95

Office Of The Secretary

Julia R. Jones  
The David J. Joseph Company  
P. O. Box 1078  
Cincinnati, Ohio 45201-1078

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/26/95 at 9:55AM, and assigned recordation number(s). 17803-B and 18989-B

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100506008)

\$ 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

MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT

RECORDATION NO. 17803-B FILED 1425  
JAN 26 1995 9 55 AM  
INTERSTATE COMMERCE COMMISSION

Memorandum of Assignment and Assumption Agreement for four hundred seventy-two (472) railcars ("Assignment Agreement") made and entered into as of January 12, 1995 by and between The David J. Joseph Company, a Delaware corporation ("Assignee") and The Fifth Third Leasing Company, an Ohio corporation ("Assignor").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated March 8, 1991 between Assignor as Lessor and Farmland Industries, Inc. as Lessee (the "Lease") for four hundred seventy-two (472) railcars bearing the railroad reporting markings set forth on Exhibit A.
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:

Steven E. Ward  
Julia R. Jones

Signed and acknowledged  
in the presence of:

[Signature]  
[Signature]

THE DAVID J. JOSEPH COMPANY

By: [Signature]

Title: Vice President

THE FIFTH THIRD LEASING COMPANY

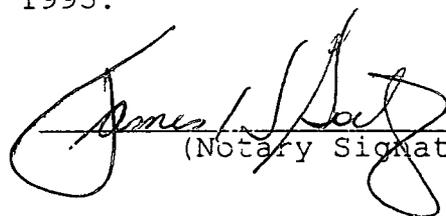
By: [Signature]

Title: Senior Vice President

STATE OF OHIO            )  
                                  )    SS:  
COUNTY OF HAMILTON)

On this 12th day of January 1995, before me the subscriber, James H. Goetz, 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 12th day of January, 1995.

  
-----  
(Notary Signature)

My commission expires:

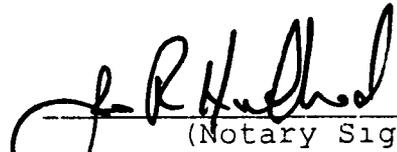
**JAMES H. GOETZ**  
Notary Public, State of Ohio  
My Commission Expires July 10, 1995

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STATE OF OHIO            )  
                                  )    SS:  
COUNTY OF HAMILTON    )

On this 12th day of January, 1995, before me the subscriber, James R. Hubbard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named David A. Jackson to me personally known, who stated and acknowledged that he is the Senior Vice President of The Fifth Third Leasing Company, an Ohio 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 12th day of January, 1995.

  
\_\_\_\_\_  
(Notary Signature)

My commission expires:



**JAMES ROBERT HUBBARD, Esq., Attorney at Law**  
Notary Public, State of Ohio  
My Commission Has No Expiration Date  
Section 147.03

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## EXHIBIT A

Four hundred seventy-two (472) railcars currently bearing reporting marks as follows:

FLIX 2000 - FLIX 2009, inclusive  
FLIX 2011 - FLIX 2044, inclusive  
FLIX 2046 - FLIX 2071, inclusive  
FLIX 2073 - FLIX 2081, inclusive  
FLIX 2083 - FLIX 2103, inclusive  
FLIX 2105 - FLIX 2144, inclusive  
FLIX 2148 - FLIX 2160, inclusive  
FLIX 2162 - FLIX 2212, inclusive  
FLIX 2214 - FLIX 2225, inclusive  
FLIX 2227 - FLIX 2244, inclusive  
FLIX 2246 - FLIX 2249, inclusive  
FLIX 2251 - FLIX 2253, inclusive  
FLIX 2255 - FLIX 2261, inclusive  
FLIX 2263 - FLIX 2281, inclusive  
FLIX 2283 - FLIX 2287, inclusive  
FLIX 2289 - FLIX 2307, inclusive  
FLIX 2309 - FLIX 2312, inclusive  
FLIX 2314 - FLIX 2322, inclusive  
FLIX 2324  
FLIX 2326 - FLIX 2331, inclusive  
FLIX 2333 - FLIX 2336, inclusive  
FLIX 2338 - FLIX 2354, inclusive  
FLIX 2356  
FLIX 2358 - FLIX 2411, inclusive  
FLIX 2413 - FLIX 2473, inclusive  
FLIX 2475 - FLIX 2486, inclusive  
FLIX 2488 - FLIX 2499, inclusive