



RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 7 1 33 PM '91

DJJ Transportation Services, Inc.

a subsidiary of

The David J. Joseph Company

RECORDATION NO. 11914-H FILED

October 2, 1998

OCT 7 '98

1-33 PM

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

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated September 24, 1998 between the following parties:

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

Assignor: General Electric Capital Corporation
120 Long Ridge Road
Stamford, CT 06927

Please see the Schedule I as set forth in the document for the Equipment involved in this transaction. Please file this agreement as a secondary document. The lease in which this document is connected is recorded under Recordation Number 11914. The amount of \$26.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

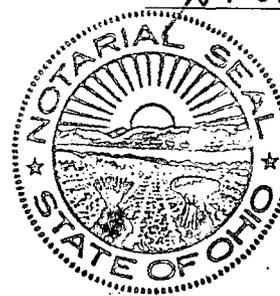
Shelley B. Bacon
Contract Assistant

Enclosures

CERTIFICATE

The undersigned, Shelley B. Bacon 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.

Shelley B. Bacon
Notary Public



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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Shelley B. Bacon
DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

Date: 10/7/98

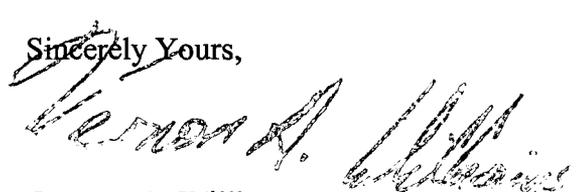
Dear

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/7/98 at 1:33 PM and 1:36 PM, and

assigned recordation number(s). 21701, 11914-H and 18721- R.

Sincerely Yours,

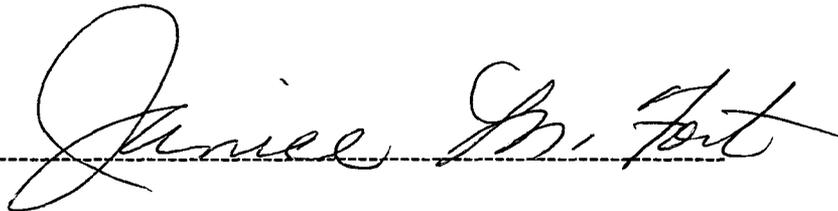

Vernon A. Williams

Enclosure(s) (3)

78.00

\$_____ 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



OCT 7 '98

1-33 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 24, 1998, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignee") and **GENERAL ELECTRIC CAPITAL CORPORATION**, a New York corporation ("Assignor").

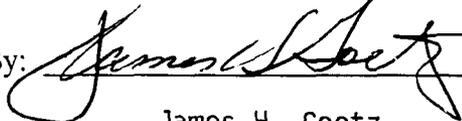
WITNESSETH:

1. Assignor has agreed to assign its rights and obligations under the Lease to Assignee that certain lease agreement dated June 10, 1980 between United States Trust Company of New York, not in its individual capacity, but solely as trustee under a Trust Agreement dated as of June 10, 1980 between it and General Electric Credit Corporation, as Lessor, and American Grain and Related Industries, as amended by that certain first Amendment to Equipment Lease dated as of October 1, 1986, (as subsequently assigned to AGRI Financial Services, Inc.), as Lessee, for two hundred twenty-eight (228) 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 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 Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: James H. Goetz

Title: Vice President

GENERAL ELECTRIC CAPITAL CORPORATION

By: 

Name: Eric A. Schaefer

Title: Manager - Operations

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

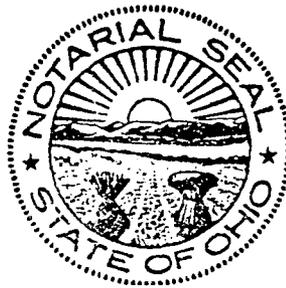
On this 24th day of September, 1998, before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Vice President of DJJ TransServices, 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 24th day of Sept., 1998.

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

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS : Two hundred twenty-eight (228) railcars bearing reporting marks as follows:

ALEX:

1201	1264	1332	1390
1202	1265	1333	1391
1203	1267	1334	1392
1205	1268	1335	1393
1206	1269	1336	1394
1208	1270	1337	1395
1209	1271	1338	1396
1210	1272	1339	1397
1211	1273	1340	1398
1212	1274	1341	1399
1213	1275	1342	1400
1214	1276	1343	1401
1215	1277	1344	1402
1216	1278	1345	1403
1217	1279	1346	1404
1218	1280	1347	1405
1219	1281	1348	1406
1220	1282	1349	1407
1221	1283	1350	1408
1222	1284	1351	1409
1223	1285	1352	1410
1224	1286	1353	1411
1225	1287	1354	1412
1226	1288	1355	1414
1227	1289	1356	1415
1228	1290	1357	1416
1230	1291	1358	1417
1231	1292	1359	1418
1232	1293	1360	1419
1233	1294	1361	1420
1235	1295	1362	1422
1236	1296	1363	1423
1237	1298	1364	1424
1239	1299	1365	1425
1240	1300	1366	1426
1241	1301	1367	1427
1242	1302	1368	1428
1243	1303	1369	1429

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT
(continued)

1244	1304	1370	1430
1245	1305	1371	1431
1246	1307	1372	1432
1247	1308	1373	1433
1248	1310	1374	1434
1249	1311	1375	1435
1250	1314	1376	1436
1251	1317	1377	1437
1252	1318	1378	1438
1253	1319	1379	1439
1254	1320	1381	1440
1255	1321	1382	1441
1256	1322	1383	1442
1257	1324	1384	1443
1258	1327	1385	1444
1259	1328	1386	1445
1261	1329	1387	1447
1262	1330	1388	1448
1263	1331	1389	1449

LEASE: Dated June 10, 1980 between United States Trust Company of New York, not in its individual capacity, but solely as trustee under a Trust Agreement dated as of June 10, 1980 between it and General Electric Credit Corporation, as Lessor, and American Grain and Related Industries, as amended by that certain first Amendment to Equipment Lease dated as of October 1, 1986, (as subsequently assigned to AGRI Financial Services, Inc.), as Lessee.