

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
425 WALNUT STREET
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE
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513-381-2838
CABLE: TAFTHOL TWX: 810-461-2623
FAX: 513-381-0205

May 8, 1992

RECORDATION NO. 9006-10
MAY 11 1992 - 10 52 AM
INTERSTATE COMMERCE COMMISSION
COLUMBUS, OHIO OFFICE
SUITE 1000 — 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215-3022
614-221-2838
FAX: 614-221-2007

COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011-2783
606-331-2838
513-381-2838
FAX: 513-381-6613

FEDERAL EXPRESS

Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423
Attn: Mildred Lee

2-132A004

Dear Ms. Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Memorandum of Assignment of Lease Agreement, a secondary document, dated December 1, 1991 primary document to which this is connected is recorded under Recordation No. 9006. We request that this assignment be indexed.

The names and addresses of the parties to the document are as follows:

ASSIGNEE: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

ASSIGNOR: Greenlease Holding Company
600 Grant Street, Suite 4600
Pittsburgh, PA 15219

The equipment covered by the enclosed document is twenty (20) 100 ton 86' 6" high cube boxcars currently bearing the reporting marks MILW 4787 through MILW 4806, inclusive.

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to the following address in the enclosed Federal Express envelope:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

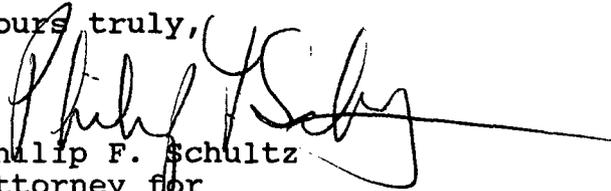
A short summary of the document to appear in the index follows:

HAVE
11
MAY 11 10 18 AM '92
OPERATING UNIT

Memorandum of Assignment of Lease from Greenlease Holding Company, 600 Grant Street, Suite 4600, Pittsburgh, PA 15219 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated December 1, 1991 and covering twenty (20) 100 ton 86' 6" high cube boxcars .

Please call me if you should have any questions.

Yours truly,


Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/bv
Enclosure

ICCPA1.DJJ

Interstate Commerce Commission
Washington, D.C. 20423

5/12/92

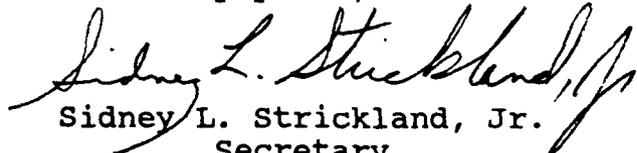
OFFICE OF THE SECRETARY

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH. 45202-3957

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 5/11/92 at 10:25am, and assigned recordation number(s). 8789-D, 9006-D & 17795

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

REGISTRATION NO. 9006-D
FILED 1992

MAY 11 1992 - 10 22 AM

INTERSTATE COMMERCIAL...

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., 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.

Stephen M. Griffith, Jr.
Notary Public/

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

9006-77
SEARCHED INDEXED

MAY 11 1992 10 25 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT OF LEASE

BETWEEN

GREENLEASE HOLDING COMPANY ("ASSIGNOR")

AND

THE DAVID J. JOSEPH COMPANY ("ASSIGNEE")

DECEMBER 1, 1991

Memorandum of Assignment of Lease made and entered into as of December 1, 1991 by and between Greenlease Holding Company, a Pennsylvania corporation ("Assignor"), and The David J. Joseph Company, a Delaware corporation ("Assignee").

WITNESSETH:

WHEREAS, Assignor, successor to Greenville Steel Car Company, as Lessor, leased to Soo Line Railroad Company, successor to Chicago, Milwaukee, St. Paul and Pacific Railroad Company, (the "Lessee") twenty (20) 100-ton 86'6" high cube boxcars bearing reporting marks and numbers MILW 4787 through MILW 4806, inclusive ("Cars"), under that certain Railroad Car Lease Agreement dated September 1, 1977 (the "Lease").

WHEREAS, Assignee has purchased the Cars and in conjunction therewith, the Lease is being assigned by Assignor to Assignee.

NOW, THEREFORE, know all persons by these presents that effective December 1, 1991, Assignor has assigned to Assignee and Assignee has accepted and assumed all the rights, responsibilities and obligations of the Assignor under the Lease arising on and after December 1, 1991.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective corporate officers with an effective date as first above written.

This Memorandum of Assignment of Lease is further documentation of the conveyances and assignments provided for in that certain Assignment of Lease effective December 1, 1991, between Assignor and Assignee and neither expands upon nor limits the rights and obligations under the Assignment of Lease.

GREENLEASE HOLDING COMPANY

BY: V. P. Gottechall

TITLE: VICE PRESIDENT

THE DAVID J. JOSEPH COMPANY

BY: D. J. M. W.

TITLE: V.P.

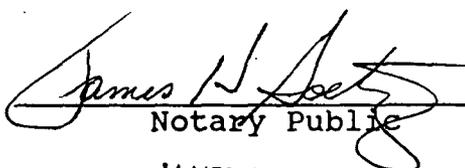
STATE OF OHIO)
)
COUNTY OF HAMILTON) ss:

On this 20th day of DECEMBER, 1991, before me personally appeared DOUGLAS F. McMillan, to me personally known, who being
(name)

duly sworn, says that he is a VICE PRESIDENT of The David
(title)

J. Joseph Company, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

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

[Notarial Seal]

COMMONWEALTH OF PENNSYLVANIA)
)
) SS:
COUNTY OF ALLEGHENY)

On this 8th day of January, 1992, before me personally
appeared J. J. Gottschall, to me personally known, who being
(name)

duly sworn, says that he is a Vice President of Greenlease
(title)

Holding Company, a Pennsylvania corporation, that one of the
seals affixed to the foregoing instrument is the corporate seal
of said corporation, that said instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.

Caroline B. Hodge
Notary Public

[Notarial Seal]

