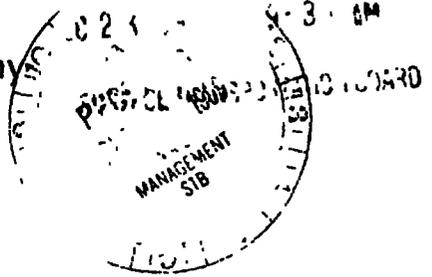


19... 1984



19134-C, D, E  
FILED

The David J. Joseph Company



December 15, 1999

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

Dear Mr. Williams

Enclosed for recordation is an original and one copy of the **Partial Release of Lien of Lease Agreement** dated as of November 23, 1999. This document relates to the Lease previously filed with the Board under Recordation Number 19134 and subsequent documents are recorded under Recordation Nos 19134A - 19134B. Please file this release as a secondary document bearing Recordation No 19134-C. Please see the document for the equipment involved in this transaction.

Enclosed for recordation is an original and one copy of the **Release of Lien of Options, Rights of First Refusal and Remarketing Rights** dated as of November 23, 1999. This document relates to the Memorandum previously filed with the Board under Recordation Number 19134A and subsequent documents are recorded under Recordation Nos 19134B - 19134C. Please file this release as a secondary document bearing Recordation No. 19134-D. Please see the document for the equipment involved in this transaction.

Enclosed for recordation is an original and one copy of the **Memorandum of Assignment and Assumption Agreement** dated as of December 1, 1999. This document relates to the documents previously filed with the Board under Recordation Number 19134 and subsequent documents are recorded under Recordation Nos 19134A - 19134D. Please file this release as a secondary document bearing Recordation No 19134-E. Please see Schedule 1 of the document for the equipment involved in this transaction.

The fee of \$78.00 (\$26.00 for each document) is included on check No. 476188. If you have any questions please call me at 513-621-8770 ext. 239.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard  
Documentation Assistant

Enclosures

Transportation  
Services Division

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 745-4422

Mail Address  
P O Box 1078  
Cincinnati, Ohio 45201 1078

REGISTRATION NO. 19134-c FILED

DEPT. OF TRANSPORTATION  
SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") is made and entered into as of December 1, 1999, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignee") and **FIRSTAR BANK, N.A.**, a national banking association organized under the laws of the United States ("Assignor").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated December 1, 1994, between Wisconsin Central Ltd., as Lessee, and The David J. Joseph Company, as Lessor, as subsequently assigned to Firststar Bank, N.A. (formerly known as "Star Bank, N.A."), as Lessor, on December 15, 1994, for seventy-five (75) 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.

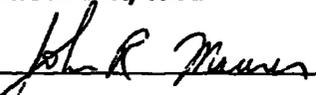
**DJJ TRANSPORTATION SERVICES, INC.**

By: 

Name: Douglas F. McMillan

Title: President

**FIRSTAR BANK, N.A.**

By: 

Name: John R. Maurer

Title: Vice President

**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS:**       Seventy-five (75), railcars bearing reporting marks as follows:

WC 31100 – 31109,  
WC 31111 – 31120,  
WC 31122,  
WC 31124 – 31125,  
WC 31127 – 31131,  
WC 31134 – 31163,  
WC 31165 – 31166,  
WC 31168 – 31173,  
WC 31175 – 31183,

**LEASE:**       Lease between Wisconsin Central LTD., as Lessee, dated December 1, 1994, and The David J. Joseph Company, as Lessor, as subsequently assigned to Firststar Bank, N.A. (formerly known as "Star Bank, N.A."), as Lessor, on December 15, 1994.

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON    )

On this 23<sup>rd</sup> day of November, 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 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 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 23<sup>rd</sup> day of November, 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 OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON    )

On this 1<sup>st</sup> day of December, 1999, before me the subscriber, David Wilson, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named John R. Maurer, to me personally known, who stated and acknowledged that he is the Vice President of Firststar Bank, N.A., a national banking association organized under the laws of the United States, 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 1 day of DECEMBER, 1999.

David M. Wilson  
(Notary Signature)

My commission expires:  
**DAVID M. WILSON**  
Notary Public, State of Ohio  
My Commission Expires Aug. 24, 2003