



010093008

19834-A

The David J. Joseph Company

January 16, 1996

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

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Rights dated as of December 18, 1995, between the following parties:

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

Buyer: ICX Corporation  
300 Summit Park Drive, Suite 200  
Cleveland, OH 44131

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 19834.

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  
Contract Assistant

Enclosures

Railroad Equipment Leasing  
and Marketing Division

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4433

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



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

1/22/96

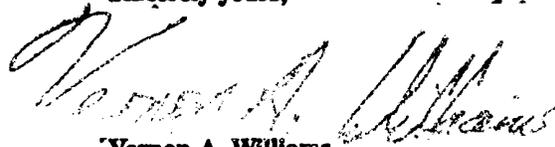
Office Of The Secretary

Julia R. Jones  
Contract Assistant  
The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202-4214

Dear Madam.

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/22/96 at 10:40AM, and assigned recordation number(s). 19834-A and 19834-B.

Sincerely yours,

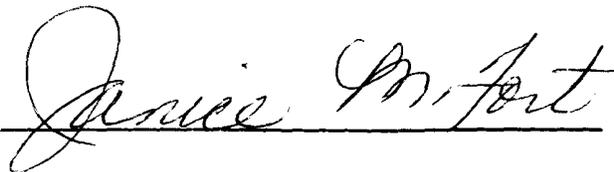
  
Vernon A. Williams  
Secretary

Enclosure(s)

(010093008)

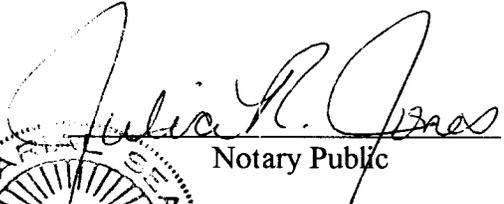
\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which 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



**CERTIFICATE**

The undersigned, Julia Jones, 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.

  
Notary Public

**JULIA R. JONES**  
Notary Public, State of Ohio  
My Commission Expires Feb. 27, 2000



19834-A

**MEMORANDUM OF RIGHTS**

This Memorandum of Rights is entered into as of the 18th day of December, 1995 by and between The David J. Joseph Company, a Delaware corporation ("Seller") and ICX Corporation, an Ohio corporation ("Buyer").

**WITNESSETH:**

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of December 18, 1995 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, certain of the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with and pursuant to the Agreement, Buyer granted Seller certain rights (the "Rights"), which the parties intend will operate as a lien on the Cars during a period specified in the Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the Rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars during a period specified in the Agreement and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said Rights. A description of the Rights will be provided to interested parties upon written request sent to Buyer or Seller at the following addresses:

BUYER: ICX Corporation  
300 Summit Park Drive  
Suite 200  
Cleveland, Ohio 44131  
Attention: Vice President and Director of Marketing

SELLER: The David J. Joseph Company  
Railroad Equipment Leasing & Marketing Division  
300 Pike Street  
Cincinnati, OH 45202  
Attention: Vice President

Upon expiration or termination of said Rights referred to herein, Seller and Buyer shall file an instrument with the Interstate Commerce Commission terminating said Rights of record.

This Memorandum of Rights, being further documentation of the transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Rights as of the date and year first above written.

Signed and acknowledged  
in the presence of:

Linda M. Baughman

Jo Ann Brems

**THE DAVID J. JOSEPH COMPANY**

By: 

Name: Douglas F. McMillan

Title: Vice President

Signed and acknowledged  
in the presence of:

Lisa D. Thompson

Melissa Appel

**ICX CORPORATION**

By: 

Name: MICHAEL R. ...  
SENIOR VICE PRESIDENT

Title: \_\_\_\_\_

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON)

On this 18th day of December, 1995, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within names 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 18th day of December, 1995.

  
(Notary Signature)

My commission expires:

7-27-2000



**JULIA R. JONES**  
Notary Public, State of Ohio  
My Commission Expires Feb. 27, 2000

STATE OF Ohio )  
 ) SS:  
COUNTY OF Cuyahoga )

On this 20<sup>th</sup> day of December, 1995, before me the subscriber, Deborah J. Cook, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named MICHAEL R. BABBITT to me personally known, who stated and acknowledged that he is the SR. VICE PRESIDENT of ICX Corporation, 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 20<sup>th</sup> day of December, 1995.

Deborah J. Cook  
(Notary Signature)

My commission expires:

**DEBORAH J. COOK**  
NOTARY PUBLIC, STATE OF OHIO  
Recorded in Cuyahoga County  
My Comm. Expires Jan. 14, 1998

**SCHEDULE I  
TO  
MEMORANDUM OF RIGHTS**

**CARS:** Thirty-one (31) railcars bearing reporting marks as follows:

|             |             |             |
|-------------|-------------|-------------|
| CORP 817466 | CORP 817554 | CORP 817644 |
| CORP 817483 | CORP 817561 | CORP 817649 |
| CORP 817488 | CORP 817563 | CORP 818530 |
| CORP 817494 | CORP 817564 | CORP 818531 |
| CORP 817496 | CORP 817571 | CORP 818570 |
| CORP 817498 | CORP 817572 | CORP 818616 |
| CORP 817506 | CORP 817574 | CORP 818635 |
| CORP 817509 | CORP 817605 | CORP 818645 |
| CORP 817519 | CORP 817629 | CORP 818734 |
| CORP 817525 | CORP 817636 | CORP 818745 |
| CORP 817527 |             |             |

**LEASE:** Lease between The David J. Joseph Company as Lessor and RailTex, Inc. as Lessee dated December 5, 1995, covering the thirty-one (31) railcars referenced above.