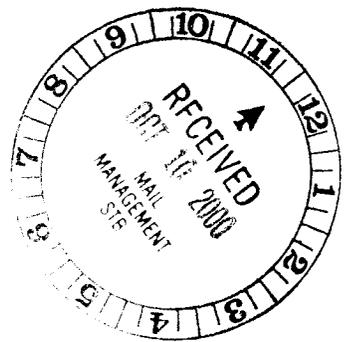




**Joseph Transportation Services, Inc.**  
a subsidiary of Joseph Transportation



October 4, 2000

Ms. Taledia Stokes  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 23130-A FILED

OCT 11 '00 3-06 PM

**SURFACE TRANSPORTATION BOARD**

Dear Ms. Stokes:

Please find enclosed, two (2) original copies of the Memorandum of Assignment and Assumption Agreement dated as of September 14, 2000, between the following parties:

Assignee: Firststar Bank, NA  
425 Walnut Street  
ML CN-WN-08EF  
Cincinnati, OH 45202

Assignor: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule I attached hereto for the equipment, (80) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated September 14, 2000 related to eighty (80) railcars bearing reporting marks TOE 1335-1394, inclusive, and TOE 1820-1839, inclusive.

Please file this as a secondary document under the Recordation Number 23130-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 23130.

The filing fee for this document in the amount of \$26.00, is included in the enclosed check in the amount of \$52.00, check # 12882. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

Joseph Transportation Services, Inc.

Mary Jo Colebrook  
Contract Manager

Enclosures

**SCHEDULE 1**

**DESCRIPTION OF EQUIPMENT**

Group A Railcars:

Sixty (60) railcars bearing reporting marks:

TOE 1335-1394, inclusive

Group B Railcars:

Twenty (20) railcars bearing reporting marks:

TOE 1820-1839, inclusive

OCT 11 '00

3-06 PM

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 14, 2000, by and between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignor") and **FIRSTAR BANK, N.A.**, a national banking association ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated September 14, 2000 between Assignor, as Lessor, and Weyerhaeuser, for eighty (80) 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 on the date set forth above, but shall be effective as of September 15, 2000.

**JOSEPH TRANSPORTATION SERVICES, INC.**

By: Paul E. Loebig

Name: Paul E. Loebig

Title: Vice President

**FIRSTAR BANK, N.A.**

By: LynnAnne G. Rose

Name: LynnAnne G. Rose

Title: Vice President

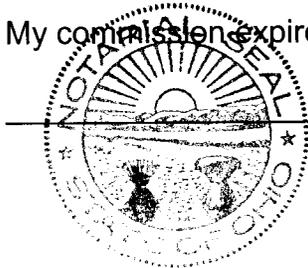
STATE OF OHIO            )  
  ) SS:  
COUNTY OF HAMILTON)

On this 14th day of September, 2000, before me the subscriber, Linda M. Baughman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul E. Loebig, to me personally known, who stated and acknowledged that he is the Vice President of Joseph 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 14th day of September, 2000.

Linda M. Baughman  
(Notary Signature)

My commission expires:



LINDA M. BAUGHMAN  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

STATE OF OHIO            )  
  ) SS:  
COUNTY OF HAMILTON )

On this 15<sup>th</sup> day of September, 2000, before me the subscriber, DAVID M. WILSON, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named LynnAnne G. Rose, to me personally known, who stated and acknowledged that she is the Vice President of Firststar Bank, N.A., a national banking association, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her 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 she 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 15 day of September, 2000.

David M. Wilson  
(Notary Signature)

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

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

**CARS:**       Group A Railcars:

Sixty (60) railcars bearing reporting marks:

TOE 1335-1394, inclusive

Group B Railcars:

Twenty (20) railcars bearing reporting marks:

TOE 1820-1839, inclusive

**LEASE:**       Lease between JOSEPH TRANSPORTATION SERVICES, INC.,  
as Lessor, and WEYERHAEUSER COMPANY dated September  
14, 2000.