



RECEIVED
SURFACE TRANSPORTATION
BOARD

JUN 19 12 38 PM '00

Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

APPROVED
DELETED
SERIALIZED

14 June 2000

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

RECORDATION NO. 19380-D FILED

JUN 21 '00 18-51 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Assignment and Assumption Agreement dated as of June 1, 2000, between the following parties:

Assignor: Firststar Bank, N.A.
425 Walnut St., ML 8135
Cincinnati, OH 45202

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

Please see Schedule I attached hereto for the equipment, (58) railcars, involved in this transaction.

Please file this as a secondary document under the Recordation Number 19380-D, as it relates to the document previously filed with the Surface Transportation Board under Recordation Numbers 19380 - 19380-C.

The filing fee for this document in the amount of \$26.00, is included in the enclosed check in the amount of \$78.00, check # 11743. 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

A handwritten signature in cursive script that reads "Shelley Bacon".

Shelley Bacon
Documentation Coordinator

JUN 21 '00 18-51 AM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") is made and entered into as of June 1, 2000, by and between **JOSEPH TRANSPORTATION SERVICES, INC., (formerly known as DJJ Transportation Services, Inc.)** a Delaware Corporation ("Assignee") and **FIRSTAR BANK, N.A. (formerly known as Star Bank, N.A.)**, a national banking association organized under the laws of the United States ("Assignor").

WITNESSETH:

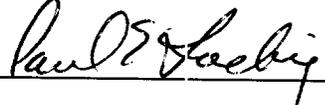
1. Assignor has agreed to assign to Assignee that certain lease agreement dated October 15, 1997, between Wisconsin Central Ltd., as Lessee, and DJJ Transportation Services, a subsidiary of The David J. Joseph Company, as Lessor, as subsequently assigned to Firststar Bank, N.A. (formerly known as "Star Bank, N.A."), as Lessor, on October 15, 1997, for fifty-eight (58) 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.
3. This Memorandum of Assignment Agreement shall be recorded with the Surface Transportation Board so as to record the assignment constituted by this Memorandum and shall bear Recordation Number 19380-D.

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.

FIRSTAR BANK, N.A.

JOSEPH TRANSPORTATION SERVICES, INC.

By: 
 Name: Kim J. Trombetta
 Title: Senior Vice President

By: 
 Name: Paul E. Loebig
 Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 1st day of June, 2000, before me the subscriber, Darlene Williams, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kim J. Trombetta, to me personally known, who stated and acknowledged that he is the Senior Vice President of Firstar 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 1st day of June, 2000.


(Notary Signature)

My commission expires:
DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires April 12, 2004

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 1st day of June, 2000, before me the subscriber, Shelley B. Bacon, 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 1st day of June, 2000.

A circular notary seal for Shelley B. Bacon, Notary Public, State of Ohio. The seal features a central emblem with a sun and a plow, surrounded by the text "NOTARIAL SEAL" and "STATE OF OHIO".
Shelley B. Bacon

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

My commission expires:
July 22, 2002

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

CARS: Fifty-eight (58) railcars bearing reporting marks as follows:

WC 31200	WC 31233
WC 31201	WC 31234
WC 31202	WC 31235
WC 31203	WC 31237
WC 31204	WC 31238
WC 31205	WC 31239
WC 31206	WC 31240
WC 31207	WC 31242
WC 31208	WC 31243
WC 31209	WC 31244
WC 31212	WC 31245
WC 31213	WC 31246
WC 31214	WC 31247
WC 31215	WC 31248
WC 31216	WC 31249
WC 31218	WC 31250
WC 31219	WC 31251
WC 31220	WC 31252
WC 31221	WC 31254
WC 31222	WC 31255
WC 31223	WC 31256
WC 31224	WC 31258
WC 31226	WC 31260
WC 31227	WC 31261
WC 31228	WC 31262
WC 31229	WC 31264
WC 31230	WC 31265
WC 31231	WC 31267
WC 31232	WC 31268

LEASE: Lease between Wisconsin Central LTD., as Lessee, dated April 12, 1995, and DJJ Transportation Services, Inc., a subsidiary of 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 October 15, 1997.