



RECORDATION NO. **23129-A** FILED

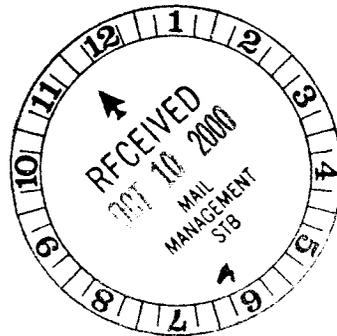
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TS
SURFACE TRANSPORTATION BOARD

Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

4 October 2000

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



Dear Ms. Stokes:

Please find enclosed, two (2) original copies of the Memorandum of Assignment and Assumption Agreement dated as of August 31, 2000, between the following parties:

Assignee: Fifth Third Leasing Company
Convergys Building
Third Floor, MD 1COM3A
Cincinnati, OH 45263

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

Please see Schedule I attached hereto for the equipment, (68) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated August 31, 2000 related to sixty-eight (68) railcars bearing reporting marks AWXX 20101-20168.

Please file this as a secondary document under the Recordation Number 23129-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 23129.

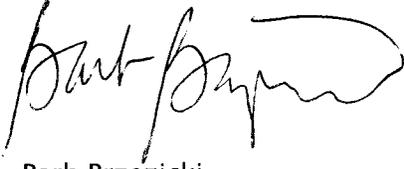
The filing fee for this document in the amount of \$26.00, is included in the enclosed check, check #12996. Please return the original to my attention.

Corporate Offices: 300 Pike Street, Cincinnati, OH 45202-4222
Mail Address: P.O. Box 1077, Cincinnati OH 45201-1077
513-929-4500 FAX 513-345-4375

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.



Barb Brzezicki
Documentation Coordinator

Enclosures

SCHEDULE 1
DESCRIPTION OF UNITS

Sixty-eight (68), railcars bearing reporting marks as follows:

AWXX 20101	AWXX 20128	AWXX 20160
AWXX 20102	AWXX 20129	AWXX 20161
AWXX 20103	AWXX 20130	AWXX 20162
AWXX 20104	AWXX 20131	AWXX 20165
AWXX 20105	AWXX 20132	AWXX 20108
AWXX 20106	AWXX 20133	AWXX 20119
AWXX 20107	AWXX 20134	AWXX 20120
AWXX 20109	AWXX 20138	AWXX 20126
AWXX 20110	AWXX 20139	AWXX 20135
AWXX 20111	AWXX 20140	AWXX 20136
AWXX 20112	AWXX 20141	AWXX 20137
AWXX 20113	AWXX 20142	AWXX 20146
AWXX 20114	AWXX 20143	AWXX 20147
AWXX 20115	AWXX 20144	AWXX 20148

AWXX 20116	AWXX 20145	AWXX 20156
AWXX 20117	AWXX 20149	AWXX 20158
AWXX 20118	AWXX 20150	AWXX 20159
AWXX 20121	AWXX 20151	AWXX 20163
AWXX 20122	AWXX 20152	AWXX 20164
AWXX 20123	AWXX 20153	AWXX 20166
AWXX 20124	AWXX 20154	AWXX 20167
AWXX 20125	AWXX 20155	AWXX 20168
AWXX 20127	AWXX 20157	

OCT 11 '00 3-03 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 August 31, 2000, by and between **JOSEPH TRANSPORTATION SERVICES, INC.** a Delaware Corporation ("Assignor") and **THE FIFTH THIRD LEASING COMPANY**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated August 31, 2000, between Assignor, as Lessor, and AWIN Leasing Company, Inc. as Lessee, for sixty-eight (68) 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 below 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, and shall be effective as of August 31, 2000.

JOSEPH TRANSPORTATION SERVICES, INC.

By: *Paul E. Loebig*

Name: Paul E. Loebig

Title: Vice President

THE FIFTH THIRD LEASING COMPANY

By: *Thomas J. Merkle*

Name: THOMAS J. MERKLE

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 31st day of August, 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 ___ day of August, 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 31 day of August, 2000, before me the subscriber,
_____, a Notary Public, duly commissioned, qualified and
acting, within and for said County and State, appeared in person the within
named THOMAS J. MENKIE, to me personally known, who stated and acknowledged that
he/she is the Vice President of The Fifth Third Leasing Company, and Ohio
corporation, and duly authorized by authority of the Board of Directors or By-laws
of said corporation in his/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 he/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 31 day of August, 2000.

Elaine Ellis
(Notary Signature)

ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 30, 2002

My commission expires:

9.14.02

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

CARS

Sixty-eight (68), 2000 Trentonworks built, 110-ton, 85' flatcars bearing reporting marks as follows:

AWXX	20101	AWXX	20128	AWXX	20160
AWXX	20102	AWXX	20129	AWXX	20161
AWXX	20103	AWXX	20130	AWXX	20162
AWXX	20104	AWXX	20131	AWXX	20165
AWXX	20105	AWXX	20132	AWXX	20108
AWXX	20106	AWXX	20133	AWXX	20119
AWXX	20107	AWXX	20134	AWXX	20120
AWXX	20109	AWXX	20138	AWXX	20126
AWXX	20110	AWXX	20139	AWXX	20135
AWXX	20111	AWXX	20140	AWXX	20136
AWXX	20112	AWXX	20141	AWXX	20137
AWXX	20113	AWXX	20142	AWXX	20146
AWXX	20114	AWXX	20143	AWXX	20147
AWXX	20115	AWXX	20144	AWXX	20148
AWXX	20116	AWXX	20145	AWXX	20156
AWXX	20117	AWXX	20149	AWXX	20158
AWXX	20118	AWXX	20150	AWXX	20159
AWXX	20121	AWXX	20151	AWXX	20163
AWXX	20122	AWXX	20152	AWXX	20164
AWXX	20123	AWXX	20153	AWXX	20166
AWXX	20124	AWXX	20154	AWXX	20167
AWXX	20125	AWXX	20155	AWXX	20168
AWXX	20127	AWXX	20157		

LEASE: Dated August 31, 2000, between Joseph Transportation Services, Inc. and AWIN Leasing Company, Inc.