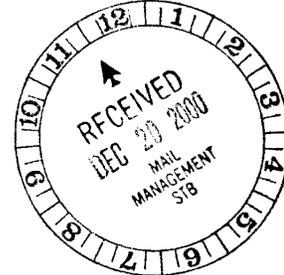




**Joseph Transportation Services, Inc.**  
a subsidiary of Joseph Transportation

RECORDATION NO. 18672-C FILED  
DEC 22 '00 9:20 AM  
TS  
SURFACE TRANSPORTATION BOARD



13 December 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 November 29, 2000, between the following parties:

Assignor: Firstar Equipment Finance,  
A Division of Firstar Bank, N.A.  
425 Walnut Street  
ML CN-WN-08EF  
Cincinnati, Ohio 45202

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

Please see Schedule I attached hereto for the equipment, (38) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated November 29, 2000 related to thirty-eight (38) railcars bearing reporting marks WRCC 200-202,204-205,207-208,210-212,214,217,221,223-224,226-230,233,235-243,245-248,250-251,253-254.

Please file this as a secondary document under the Recordation Number 18672-C, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 18672, 18672-A, and 18672-B.

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 # 13844. 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) 345-4408.

Sincerely,

Joseph Transportation Services, Inc.

*Mary Jo Colwell*  
Contract Manager

Enclosures

DL

**SCHEDULE 1**  
**DESCRIPTION OF UNITS**

Thirty-eight (38), railcars bearing reporting marks as follows:

WRRC 200-202  
WRRC 204-205  
WRRC 207-208  
WRRC 210-212  
WRRC 214  
WRRC 217  
WRRC 221  
WRRC 223-224  
WRRC 226-230  
WRRC 233  
WRRC 235-243  
WRRC 245-248  
WRRC 250-251  
WRRC 253-254

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") is made and entered into as of November 29, 2000, by and between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignee") and **FIRSTAR EQUIPMENT FINANCE, A DIVISION OF FIRSTAR BANK, N.A.**, a national banking association organized under the laws of the United States ("Assignor").

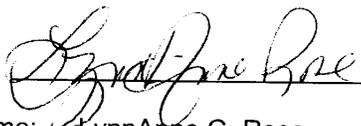
**WITNESSETH:**

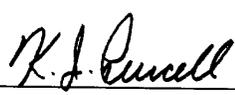
1. Assignor has agreed to assign to Assignee that certain lease agreement dated November 15, 1993, between Sunbelt Asphalt & Materials, Inc. (formerly known as Parker Lafarge, Inc.), as Lessee, and Joseph Transportation Services, Inc. (formerly known as DJJ Transportation Services, a subsidiary of The David J. Joseph Company), as Lessor, as subsequently assigned to Firstar Bank, N.A. (formerly known as "Star Bank, N.A."), as Lessor, on August 29, 1997, for thirty-eight (38) 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 18672-C.

**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 EQUIPMENT FINANCE,  
A DIVISION OF  
FIRSTAR BANK, N.A.**

**JOSEPH TRANSPORTATION SERVICES, INC.**

By:   
Name: LynnAnne G. Rose  
Title: Vice President

By:   
Name: Kevin J. Purcell  
Title: Vice President

RECORDATION NO. 18672-C FILED

DEC 22 '00 9-20 AM

SURFACE TRANSPORTATION BOARD

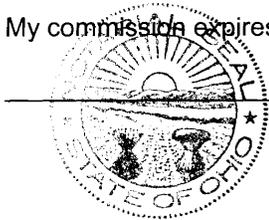
STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON)

On this 29th day of November, 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 Kevin J. Purcell, 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 29th day of November, 2000.

*Linda M. Baughman*  
(Notary Signature)

My commission expires:

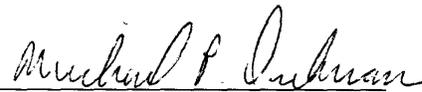


LINDA M. BAUGHMAN  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON )

On this 30th day of November, 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 LynnAnne G. Rose, to me personally known, who stated and acknowledged that she is the Vice President of Firststar Equipment Finance Company, a Division 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 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 30th day of November, 2000.

  
(Notary Signature)

My commission expires:

MICHAEL P. DICKMAN  
Notary Public, State of Ohio  
~~My Commission Expires July 23, 2003~~

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

**CARS:** Thirty-eight (38), 100-ton, 2300 cubic foot, Ortner built, AAR designated HT, "Rapid Discharge" bottom dump, three pocket railcars bearing reporting marks as follows:

WRRC 200-202  
WRRC 204-205  
WRRC 207-208  
WRRC 210-212  
WRRC 214  
WRRC 217  
WRRC 221  
WRRC 223-224  
WRRC 226-230  
WRRC 233  
WRRC 235-243  
WRRC 245-248  
WRRC 250-251  
WRRC 253-254

**LEASE:** Lease between Sunbelt Asphalt & Materials, Inc., as Lessee, dated November 15, 1993, and Joseph Transportation Services, Inc., as Lessor, as subsequently assigned to Firststar Bank, N.A., as Lessor, on August 29, 1997.