

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO. 22014-C FILED  
JAN 4 '01 10-49 AM  
TS  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

January 3, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of December 29, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railroad Equipment Lease which was previously filed with the Board under Recordation Number 22014.

The names and addresses of the parties to the enclosed document are:

Assignor: The Vaughn Group, Inc.  
9367 Allen Road  
West Chester, OH 45069

Assignee: Citizens Leasing Corporation  
One Citizens Plaza  
Providence, RI 02903

Mr. Vernon A. Williams  
January 3, 2001  
Page Two

A description of the railroad equipment covered by the enclosed document is:

50 covered hopper railcars DJTX 51300 - DJTX 51350 (excluding 51305)

A short summary of the document to appear in the index follows:

Memorandum of Assignment from the Vaughn Group, Inc., Assignor,  
to Citizens Leasing Corporation, Assignee, covering 50 covered  
hopper railcars DJTX 51300 - DJTX 51350 (excluding 51305).

Also enclosed is a check in the amount of \$26.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee and cross-indexing  
fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 22014-C FILED

**MEMORANDUM OF ASSIGNMENT  
BETWEEN  
THE VAUGHN GROUP, INC.  
AND  
CITIZENS LEASING CORPORATION**

JAN 4 '01 10-49 AM  
SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment ("Memorandum of Assignment") made and entered into as of this 29th day of December, 2000 by and between THE VAUGHN GROUP, INC. ("Assignor") and CITIZENS LEASING CORPORATION ("Assignee").

**WITNESSETH:**

1. Joseph Transportation Services, Inc. (formerly known as DJJ Transportation Services, Inc.) assigned to Assignor a certain Railroad Equipment Lease dated December 11, 1998 (the "Lease Agreement") between Joseph Transportation Services, Inc. (formerly known as DJJ Transportation Services, Inc.), as lessor, and Ralston Purina Company, as lessee, for fifty (50) railcars bearing the railroad markings set forth on Schedule 1 attached hereto.
2. Assignor has agreed to assign to Assignee that certain Lease Agreement.
3. This Memorandum of Assignment shall be effective as of the day and year first above written, and subject to the Lease Term as defined in the Lease Agreement.

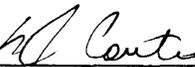
THE VAUGHN GROUP, INC.

By: 

Name: JOHN J. CATALANO  
SENIOR VICE PRESIDENT AND COO

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

CITIZENS LEASING CORPORATION

By: 

Name: DAVID COURT

Title: Vice President

STATE OF OHIO )  
 : SS:  
COUNTY OF BUTLER )

BEFORE ME, the Subscriber, a Notary Public in and for said County and State, personally appeared John J. Catalano, Senior Vice President and COO of The Vaughn Group, Inc., an Ohio corporation, the corporation which executed the foregoing instrument, who acknowledged he did sign said instrument as such officer on behalf of said corporation, and by authority of its Board of Directors, and that the execution of said instrument is his free and voluntary act and deed individually and as such officer, and the free and voluntary act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed by Notarial Seal this 28th day of December, 2000.



*Kathy J. Voegelé*  
Notary Public  
KATHY J. VOEGELE  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 08-16-05

STATE OF RHODE ISLAND )  
 : SS:  
COUNTY OF PROVIDENCE )

BEFORE ME, the Subscriber, a Notary Public in and for said County and State, personally appeared David Coutu, Vice President of Citizens Leasing Corporation, a RI corporation, the corporation which executed the foregoing instrument, who acknowledged he did sign said instrument as such officer on behalf of said corporation, and by authority of its Board of Directors, and that the execution of said instrument is his free and voluntary act and deed individually and as such officer, and the free and voluntary act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed by Notarial Seal this 29<sup>th</sup> day of December, 2000.

*David T. Miele*  
Notary Public  
DAVID T. MIELE

DAVID T. MIELE  
State of Rhode Island  
My Commission Expires 7/2/2001

**SCHEDULE 1  
TO  
MEMORANDUM OF ASSIGNMENT  
BETWEEN  
THE VAUGHN GROUP, INC.  
AND  
CITIZENS LEASING CORPORATION**

**CARS:** Fifty (50) 100-ton covered hopper railcars bearing the reporting marks as follows:

DJTX 51300 - 51304 and DJTX 51306 - 51350, inclusive.

**LEASE:** Dated December 11, 1998 between Joseph Transportation Services, Inc. (formerly known as DJJ Transportation Services, Inc.) and Ralston Purina Company.