



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

12 March 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 Options, Rights of First Refusal and Remarketing Rights dated as of February 26, 2001, 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, (60) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Options, Rights of First Refusal and Remarketing Rights dated February 26, 2001 related to sixty (60) railcars bearing reporting marks RLMX 6005-8482, sporadic.

Please file this as a secondary document under the Recordation Number **23402**-A, as it relates to a memorandum of lease previously sent to the Surface Transportation Board on March 2, 2001 filed under Recordation Number **23402**, for a lease between:

Lessee: Buffalo & Pittsburgh Railroad, Inc.  
Suite 200, 1200-C Scottsville Road  
Rochester, New York 14624

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

The filing fee for this document in the amount of \$27.00, is included in the enclosed check, check #14711 in the amount of \$54.00. 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 Colebrook  
Contract Manager

RECORDATION NO. **23402-B** FILED

APR 10 '01 11-39 AM

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SURFACE TRANSPORTATION BOARD



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

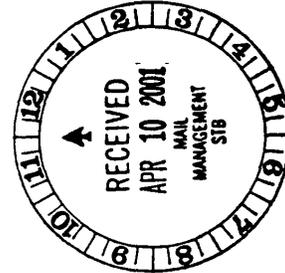
**SCHEDULE 1**  
**DESCRIPTION OF UNITS**

Sixty (60) railcars currently bearing reporting marks:

RLMX6005	RLMX	8030	RLMX	8232
RLMX 6042	RLMX	8034	RLMX	8281
RLMX 6053	RLMX	8041	RLMX	8298
RLMX 6119	RLMX	8048	RLMX	8323
RLMX 6140	RLMX	8062	RLMX	8353
RLMX 6143	RLMX	8071	RLMX	8367
RLMX 6165	RLMX	8097	RLMX	8371
RLMX 6182	RLMX	8104	RLMX	8383
RLMX 6191	RLMX	8113	RLMX	8388
RLMX 6200	RLMX	8115	RLMX	8400
RLMX 6217	RLMX	8123	RLMX	8406
RLMX 6257	RLMX	8132	RLMX	8414
RLMX 6268	RLMX	8144	RLMX	8455
RLMX 6277	RLMX	8168	RLMX	8477
RLMX 6282	RLMX	8174	RLMX	8485
RLMX 6612	RLMX	8190	RLMX	8505
RLMX 6630	RLMX	8193	RLMX	8513
RLMX 8004	RLMX	8199	RLMX	8514
RLMX 8016	RLMX	8214	RLMX	8516
RLMX 8027	RLMX	8230	RLMX	8542



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



April 6, 2001

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

Dear Ms. Stokes:

Please find enclosed, four (4) original copies of notary pages for the Memorandum of Assignment and Assumption Agreement and Memorandum of Rights dated as of February 26, 2001, between the following parties for the Buffalo & Pittsburgh Railroad, Inc. and FPT Cleveland, LLC transactions:

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

These are being sent to replace the pages sent earlier since the notary failed to complete the name section on the notary page. 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 Colebrook  
Contract Manager

RECORDATION NO. 23402-B FILED

APR 10 '01 11-39 AM

SURFACE TRANSPORTATION BOARD

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

**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS**

This Memorandum of Options, Rights of First Refusal and Remarketing Rights (the "Memorandum of Rights") is entered into as of the 26th day of February, 2001, by and between JOSEPH TRANSPORTATION SERVICES, INC., a Delaware Corporation, ("Seller") and THE FIFTH THIRD LEASING COMPANY ("Buyer").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of February 26, 2001 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with the transactions contemplated by the Agreement, Buyer granted Seller certain options, rights of first refusal and remarketing rights, which the parties intend will operate as a lien on the Cars;

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the options, rights of first refusal and remarketing rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said options, rights of first refusal and remarketing rights.

Upon expiration or termination of said options, rights of first refusal and remarketing rights referred to herein, Seller and Buyer shall file an instrument with the Surface Transportation Board of the U.S. Department of Transportation terminating said options, rights of first refusal and remarketing rights of record.

This Memorandum of Rights, being further documentation of the sales, conveyances and transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

RECORDATION NO. 23402-B FILED

APR 10 '01 11-39 AM

**SURFACE TRANSPORTATION BOARD**



IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Rights to be executed and delivered by their duly authorized representatives as of the date set forth above, but shall be effective as of February 28, 2001.

**JOSEPH TRANSPORTATION SERVICES, INC.**

By:   
Name: Kenneth W. Miller, Jr.  
Title: Executive Vice President

**THE FIFTH THIRD LEASING COMPANY**

By:   
Name: David A. Jackson  
Title: Senior Vice President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 26th day of February, 2001 before me the subscriber, Julie M. Woodard a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kenneth W. Miller, Jr., to me personally known, who stated and acknowledged that he is the Executive 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 26th day of February, 2001.

Julie M. Woodard  
(Notary Signature)

My commission expires:

Sept. 24, 2002



JULIE M. WOODARD  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON         )

On this 28th day of February, 2001, before me the subscriber, Beth A. Rogers, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named David A. Jackson, to me personally known, who stated and acknowledged that he is the Senior 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 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 28<sup>th</sup> day of February, 2001.

Beth A. Rogers  
(Notary Signature)

My commission expires:  
**BETH A. ROGERS**  
Notary Public, State of Ohio  
My Commission Expires May 14, 2003  
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**SCHEDULE I  
TO  
MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING  
RIGHTS  
CARS**

**Sixty (60) railcars currently bearing reporting marks:**

RLMX6005	RLMX 8030	RLMX 8232
RLMX 6042	RLMX 8034	RLMX 8281
RLMX 6053	RLMX 8041	RLMX 8298
RLMX 6119	RLMX 8048	RLMX 8323
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RLMX 6277	RLMX 8168	RLMX 8477
RLMX 6282	RLMX 8174	RLMX 8485
RLMX 6612	RLMX 8190	RLMX 8505
RLMX 6630	RLMX 8193	RLMX 8513
RLMX 8004	RLMX 8199	RLMX 8514
RLMX 8016	RLMX 8214	RLMX 8516
RLMX 8027	RLMX 8230	RLMX 8542

**LEASE:** Dated January 9, 2001, between Joseph Transportation Services, Inc. and Buffalo & Pittsburgh Railroad, Inc., with Genesee & Wyoming as guarantor.