



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

17 July, 2001

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

RECORDATION... 22905-B  
JUL 19 '01 10-54 AM

Dear Ms. Stokes:

**SURFACE TRANSPORTATION BOARD**

Please find enclosed one (1) original and one (1) copy of the Memorandum of Assignment and Assumption Agreement dated as of February 16, 2001, between the following parties:

Assignor: Preferred Capital, Inc.  
6860 West Snowville Road  
Suite 110  
Brecksville, Ohio 44141

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

Please see Schedule I attached hereto for the equipment, (1) locomotive, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated February 16, 2001 related to one (1) locomotive bearing reporting mark JTPX 1202.

Please file this as a secondary document under the Recordation Number 22905-B, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 22905 and 22905-A. The filing fee for this document in the amount of \$28.00, is included in the enclosed check # 16096. 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. 239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard  
Documentation Coordinator

Enclosures

RECORDATION NO. 22905-13 FILED

JUL 19 '01 10-54 AM

**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 February 16, 2001, by and between **JOSEPH TRANSPORTATION SERVICES, INC.** a Delaware Corporation ("Assignor") and **PREFERRED CAPITAL, INC.**, an Ohio corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated March 23, 2000, between Assignor, as Lessor, and LBC PETROUNITED, INC., as Lessee, for one (1) Locomotive 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 February 22, 2001.

**JOSEPH TRANSPORTATION SERVICES, INC.**

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

**PREFERRED CAPITAL, INC.**

By: *J. Jeffrey Eakin*  
 Name: J. JEFFREY EAKIN  
 Title: SENIOR VICE PRESIDENT

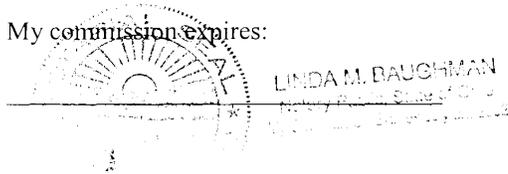
STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON)

On this 21<sup>st</sup> day of February, 2001 before me the subscriber,  
LINDA M. BAUGHMAN 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 21<sup>st</sup>  
day of February, 2001.

Linda M. Baughman  
(Notary Signature)

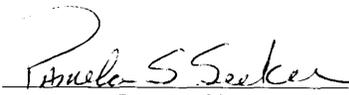
My commission expires:



STATE OF Cuyahoga )  
 ) SS:  
COUNTY OF )

On this 22 day of February, 2001, before me the subscriber, Pamela S Seeker, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named EAKIN, to me personally known, who stated and acknowledged that he/she is the SVP of PREFERRED CAPITAL, INC., an 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 \_\_\_ day of February, 2001.

  
(Notary Signature)

My commission expires:

**PAMELA S. SEEKER, Notary Public**  
**State of Ohio**  
**My Commission Expires January 1, 2006**

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

**LOCOMOTIVE**

One (1) Locomotive currently bearing reporting marks:

JTPX 1202

**LEASE:** Dated March 23, 2000, between JOSEPH TRANSPORTATION SERVICES, INC. and LBC PETROUNITED, INC.