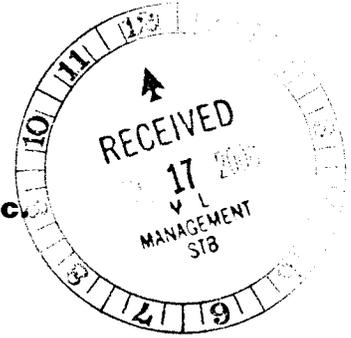




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



11 July 2000

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

RECORDATION NO. 23018 FILED

JUL 26 '00 9-00 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (2) originals of the **Memorandum of Assignment and Assumption Agreement** dated as of June 27, 2000, between the following parties:

Buyer: National City Leasing Corporation
101 South Fifth Street, 8th Floor
Louisville, Kentucky 40202

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

The sixty-one (61) railcars involved in this transaction are bearing reporting marks as follows:
OHCR 6053-6103, inclusive and CUOH 3020-3029, inclusive.

Please file this as a primary document as it pertains to the **Memorandum of Options, Rights of First Refusal and Remarketing Rights**, a secondary document enclosed herein. The filing fee for this document in the amount of \$26.00 is included in the enclosed check (check #12119).

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

Mary Jo Colebrook
Contract Manager

Enclosures

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of June 27, 2000 by and between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignor") and **NATIONAL CITY LEASING CORPORATION**, a corporation organized under the laws of the Commonwealth of Kentucky ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated February 23, 2000 between Assignor, as Lessor, and Ohio Central Railroad, for sixty-one (61) 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 July 3, 2000.

JOSEPH TRANSPORTATION SERVICES, INC.

By: *Paul E. Loebig*

Name: Paul E. Loebig

Title: Vice President

Date: June 27, 2000

NATIONAL CITY LEASING CORPORATION

By: *J. E. Vittitow*

Name: J. Edward Vittitow

Title: Sr. Vice President

Date: *July 3, 2000*

RECORDATION NO. 23018 FILED

JUL 26 '00 9-00 AM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 27th day of June, 2000, before me the subscriber, Julie Woodard, 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 27 day of June, 2000.

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

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

CARS:

Sixty-one (61) railcars bearing reporting marks as follows:

OHCR 6053-6103, inclusive and CUOH 3020-3029, inclusive.

LEASE: Dated February 23, 2000 between Joseph Transportation Services, Inc. and Ohio Central Railroad.