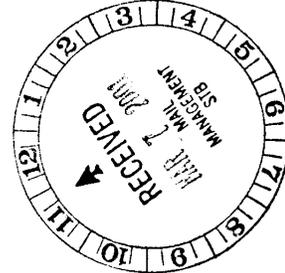




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

RECORDATION NO. 23403 FILED
MAR 12 '01 3-5 2 PM
TS
SURFACE TRANSPORTATION BOARD



2 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 Assignment and Assumption Agreement dated as of February 15, 2001, between the following parties:

Assignor: Railroad Industries Incorporated
6423 Meadow Country Drive
Reno, NV 89509

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

Please see Schedule I attached hereto for the equipment, (2) locomotives, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated February 15, 2001 related to two (2) locomotives bearing reporting marks MALX 521 and MALX 523.

Please file this as a primary document. The filing fee for this document in the amount of \$27.00, is included in the enclosed check #14587. 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

Enclosures

** Lease was not filed with the STB - TMS*

SCHEDULE 1
DESCRIPTION OF UNITS

Two(2) locomotives bearing reporting marks:

MALX 512
MALX 523

RECORDATION NO. 23403 FILED

MAR 12 '01 3-52 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

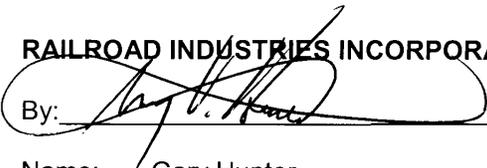
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of February 15, 2001, by and between **RAILROAD INDUSTRIES INCORPORATED** a Nevada corporation ("Assignor") and **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee a certain lease agreement ("Lease") set forth on Schedule I for two (2) locomotives.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease terms 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 on the date set forth above.

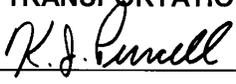
RAILROAD INDUSTRIES INCORPORATED

By: 

Name: Gary Hunter

Title: Chairman and CEO

JOSEPH TRANSPORTATION SERVICES, INC.

By: 

Name: Kevin J. Purcell

Title: Vice President

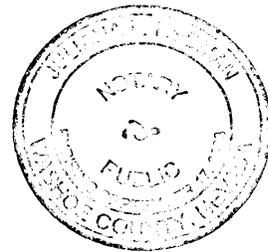
STATE OF NEVADA)
) SS:
COUNTY OF Washoe)

On this 20 day of February, 2001, before me the subscriber, Juliana L. Redman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Gary Hunter, to me personally known, who stated and acknowledged that he is the Chairman and CEO of Railroad Industries Incorporated, a Nevada 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 20 day of February, 2001.

Juliana L. Redman
(Notary Signature)

My commission expires:
9/17/03



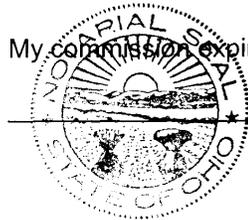
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 16th day of February, 2001, 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 16th day of February, 2001.

Linda M. Baughman
(Notary Signature)

My commission expires:



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

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

LEASE DATED FEBRUARY 1, 2001 BETWEEN RAILROAD INDUSTRIES
INCORPORATED AND KANSAS SOUTHERN RAILWAY PERTAINING TO
TWO LOCOMOTIVES