



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



June 25, 2002

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

~~RECORDED~~ 18673-E ~~FILED~~

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SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of June 7, 2002, between the following parties:

Assignor: Provident Commercial Group, Inc.
One East Fourth Street, 215 A
11th Floor
Cincinnati, OH 45202

Assignee: 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 Assignment and Assumption Agreement dated June 7, 2002, related to sixty (60) railcars bearing reporting marks WE 2500-2509 and WE 482231-482893, sporadic.

Please file this as a secondary document under the Recordation Number 18673-D, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 18673 through 18637-C.

The filing fee for this document in the amount of \$30.00, is included on the enclosed check No. 19310. 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. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

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 7, 2002, by and between **PROVIDENT COMMERCIAL GROUP, INC.**, an Ohio corporation ("Assignor") and **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated October 21, 1993, as amended May 12, 1994 and January 12, 1996, between The David J. Joseph Company (subsequently DJJ Transportation Services, Inc. and Joseph Transportation Services, Inc.), as Lessor, and Wheeling & Lake Erie Railway, as Lessee, (the "Lease"), for sixty (60) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by Assignee to Assignor pursuant to that certain Purchase and Sale Agreement dated June 18, 1996, by and between DJJ Transportation Services, Inc. (subsequently Joseph Transportation Services, Inc.) ("Seller") and Provident Commercial Group, Inc. as evidenced by Surface Transportation Board Recordation No. 18673-C dated June 19, 1996.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease.
3. This Memorandum of Assignment Agreement may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

~~CONFIDENTIAL~~ 18673-E

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SURFACE TRANSPORTATION BOARD

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 June 7, 2002.

PROVIDENT COMMERCIAL GROUP, INC.

By: Rae Buck

Name: RAE E. BUCK

Title: VICE PRESIDENT

JOSEPH TRANSPORTATION SERVICES, INC.

By: Paul G. Jantsch

Name: PAUL G. JANTSCH

Title: President

By: Linda M. Raughman

Name: LINDA M. RAUGHMAN

Title: ASST SECRETARY

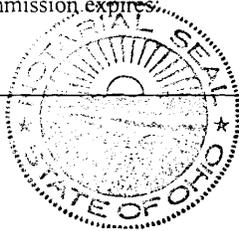
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 7th day of June, 2002, before me the subscriber, Patricia Siegmann a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named RAE E. BULL, to me personally known, who stated and acknowledged that he/she is the VICE PRESIDENT of Provident Commercial Group, 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 7th day of June, 2002.

Patricia W. Siegmann
(Notary Signature)

My commission expires

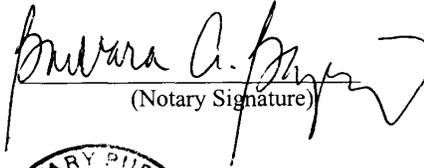


PATRICIA W. SIEGMANN
Notary Public, State of Ohio
My Commission Expires Sept. 21, 2002

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 10th day of June, 2002 before me the subscriber, Barbara A. Brzezicki, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Jantsch, to me personally known, who stated and acknowledged that he is the President of JOSEPH TRANSPORTATION SERVICES, INC., and Linda M. Baughman, also to me personally known, who stated and acknowledged that she is the Assistant Secretary 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 their capacity as such officers to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that they have 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 10th day of June, 2002.


(Notary Signature)

My commission expires:

February 20, 2006



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

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

CARS

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

WE 2500	WE 2501	WE 2502	WE 2503
WE 2504	WE 2506	WE 2507	WE 2508
WE 2509	WE 482231	WE 482513	WE 482529
WE 482530	WE 482539	WE 482544	WE 482551
WE 482552	WE 482558	WE 482562	WE 482564
WE 482565	WE 482570	WE 482585	WE 482586
WE 482587	WE 482590	WE 482592	WE 482602
WE 482603	WE 482608	WE 482609	WE 482610
WE 482613	WE 482621	WE 482639	WE 482674
WE 482675	WE 482677	WE 482683	WE 482691
WE 482694	WE 482698	WE 482720	WE 482731
WE 482739	WE 482740	WE 482775	WE482778
WE 482801	WE 482808	WE 482822	WE 482843
WE 482845	WE 482851	WE 482856	WE 482865
WE 482884	WE 482893	WE 2505	WE 482521