



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

January 8, 2003

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001



Dear Mr. Williams:

Please find enclosed one (1) original and one (1) copy of the Memorandum of Assignment and Assumption Agreement dated as of November 18, 2002, between the following parties:

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

RECORDATION NO. 22905-F FILED

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

JAN 13 '03 10-03AM
SURFACE TRANSPORTATION BOARD

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 November 18, 2002 related to one (1) locomotive bearing reporting mark JTPX 1202.

Please file this as a secondary document under the Recordation Number 22905-F, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 22905 through 22905-E. The filing fee for this document in the amount of \$30.00, is included in the enclosed check. 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

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copies of the documents attached hereto have been compared with the originals and that the undersigned has found the copies to be complete and identical in all respects to the original documents.

Julie M. Woodard

Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires
September 24, 2007

RECORDATION NO. 22905-F FILED

JUN 13 '03

10-03 AM

**MEMORANDUM OF ~~SURFACE~~ TRANSPORTATION BOARD
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of November 18, 2002, by and between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignee") and **PREFERRED CAPITAL, INC.**, an Ohio corporation ("Assignor").

WITNESSETH:

1. By that certain Memorandum of Assignment Agreement made and entered into as of February 16, 2001, by and between JOSEPH TRANSPORTATION SERVICES, INC. ("Joseph"), a Delaware corporation and PREFERRED CAPITAL, INC. ("Preferred"), an Ohio corporation, and given Surface Transportation Board ("STB") Recordation No. 22905-B, Joseph assigned to Preferred all of the rights and obligations of owner and lessor to Preferred, excluding the rights and obligations of Joseph, as manager, under that certain Locomotive Management Agreement dated February 16, 2001.
2. Preferred has agreed to assign to Joseph that certain lease agreement dated March 23, 2000, between Joseph, as Lessor, as subsequently assigned to Preferred, 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.

REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

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 November 20, 2002.

JOSEPH TRANSPORTATION SERVICES, INC.

By: Paul G. Jantsch
Name: Paul G. Jantsch
Title: 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 18th day of November, 2002, 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 Paul G. Jantsch, to me personally known, who stated and acknowledged that he is the 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 18th day of November, 2002.


(Notary Signature)



My commission expires:
LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires
July 22, 2007

STATE OF OHIO)
COUNTY OF STARK) SS:

On this 21st day of November, 2002, before me the subscriber, MARK A. STEINER, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named J. JEFFREY EAKIN, to me personally known, who stated and acknowledged that he/she is the SENIOR VICE PRES. 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 21st day of November, 2002.


(Notary Signature)

My commission expires:

MARK A. STEINER
Notary Public, State of Ohio
~~My Commission Expires Nov. 9, 2003~~
Recorded in Stark County

**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., as subsequently assigned to PREFERRED CAPITAL, INC. under that certain Purchase and Sale Agreement dated February 16, 2001.