



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

February 3, 2003

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

RECORDATION NO. 23100-A FILED

FEB 11 '03 11-18 AM

SURFACE TRANSPORTATION BOARD

RECEIVED  
FEB 11 2003  
MAIL  
MANAGEMENT  
STB

Dear Mr. Williams:

Please find enclosed two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of March 20, 2002, between the following parties:

Assignee: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

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

Please see Exhibit A attached hereto for the equipment, (145) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated March 20, 2002, related to one hundred forty-five (145) railcars bearing reporting marks JTIX 9000-9027, inclusive; JTIX 9050; JTIX 100217-100254, non-inclusive; and DJJX 9701-9804, non-inclusive.

Please file this as a secondary document under the Recordation Number 23100-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 23100.

The filing fee for this document in the amount of \$30.00 is included on the enclosed check in the amount of \$180.00. 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

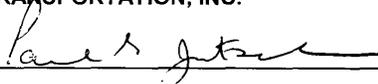
Enclosures

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This **MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT** ("Memorandum") dated this 20<sup>th</sup> day of March, 2002, is intended to evidence the Assignment and Assumption Agreement dated as of March 20, 2002 (the "Assignment Agreement"), entered into among **JOSEPH TRANSPORTATION, INC.**, a Delaware corporation ("Assignor"), **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Assignee"), and **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Assignee has the right to use the one hundred forty-five (145) railcars described in Exhibit A attached hereto (the "Units"). Assignee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the leases between The David J. Joseph Company (subsequently Joseph Transportation, Inc.), as lessee, and DJJ Leasing Ltd. (subsequently Joseph Leasing Ltd.), as lessor, dated March 29, 2001 and amended November 6, 2001, and dated February 17, 1999, as amended June 7, 2000 and May 25, 2001 (the "Leases"), respectively.

**IN WITNESS WHEREOF**, Assignor, Assignee and Lessor, each pursuant to due corporate authority, has executed this Memorandum of Assignment and Assumption Agreement on the date indicated below its signature.

**JOSEPH TRANSPORTATION, INC.**

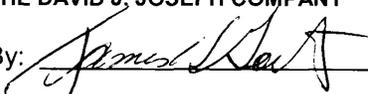
By: 

Name: Paul G. Jantsch

Title: President

Date: March 20, 2002

**THE DAVID J. JOSEPH COMPANY**

By: 

Name: James H. Goetz

Title: EVP & CFO

Date: March 20, 2002

**JOSEPH LEASING LTD.**

By: 

Name: Peter J. Dess

Title: Management Committee Member

Date: 4/12/02

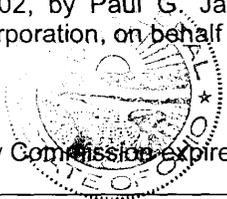
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SURFACE TRANSPORTATION BOARD

STATE OF OHIO )  
 )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2002, by Paul G. Jantsch, the President of Joseph Transportation, Inc., a Delaware corporation, on behalf of the corporation.

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

My Commission expires: \_\_\_\_\_

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STATE OF OHIO )  
 )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of March, 2002, by James H. Goetz, the Executive Vice President & Chief Financial Officer of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

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

My Commission expires: \_\_\_\_\_

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STATE OF OHIO )  
 )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 12 day of April, 2002, by Peter J. Dess, a Management Committee Member of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

Kristi Ellis  
Notary Public

My Commission expires: 11/15/03



## EXHIBIT A

To the Memorandum of Assignment and Assumption Agreement dated March 20, 2002, among Joseph Transportation, Inc., The David J. Joseph Company, and Joseph Leasing Ltd.

### DESCRIPTION OF UNITS

Fifty (50) railcars bearing reporting marks:

JTIX 9000-9027  
JTIX 100217  
JTIX 100218  
JTIX 100220-100224  
JTIX 100226  
JTIX 100228-100230  
JTIX 100232  
JTIX 100236  
JTIX 100242-100246  
JTIX 10248-100251

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Ninety-five (95) railcars bearing reporting marks:

DJXX 9701-9704  
DJXX 9707-9715  
DJXX 9718-9746  
DJXX 9748-9774  
DJXX 9776-9782  
DJXX 9784-9788  
DJXX 9790-9796  
DJXX 9799-9804  
JTIX 9050