



The David J. Joseph Company

RECORDATION NO. 24746 FILED

DEC 23 '03

3-16 PM



December 22, 2003

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

Dear Mr. Williams:

Please find enclosed two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of November 24, 2003, between the following parties:

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

Assignor: National City Leasing Corporation
101 South Fifth Street
Louisville, KY 40202

Please see Exhibit A attached hereto for the equipment, (72) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated November 24, 2003, related to seventy-two (72) railcars bearing reporting marks OHCR 6001-6052, inclusive; OHCR 6104, 6105, 6107, 6109, 6112, 6113; CUOH 3000, 3001, 3003, 3005 - 3010, inclusive; CUOH 3014 - 3016, inclusive; and CUOH 3018 - 3019.

Please file this as a primary document. The filing fee for this document in the amount of \$30.00 is included on 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) 621-8770 ext. 4239.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

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**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 November 24, 2003, by and between **NATIONAL CITY LEASING CORPORATION**, a corporation organized under the laws of the Commonwealth of Kentucky ("Assignor") and **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE those certain lease agreements dated March 19, 1999, and December 15, 1998 between DJJ Transportation Services, Inc., as Lessor, and Ohio Central Railroad, as Lessee (the "Leases"), for seventy-two (72) railcars bearing the railroad reporting markings set forth on Schedule I. Such Leases were assigned by ASSIGNEE to ASSIGNOR pursuant to certain Purchase and Sale Agreements dated April 23, 1999, and February 18, 1999, by and between DJJ Transportation Services, Inc. ("Seller") and National City Leasing Corporation.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

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 26, 2003.

NATIONAL CITY LEASING CORPORATION

By: J. E. Vittitow
Name: J. E. VITTITOW
Title: SR. VICE PRESIDENT

THE DAVID J. JOSEPH COMPANY

By: Linda M. Raughman
Name: LINDA M. RAUGHMAN
Title: ASST SECRETARY

STATE OF Kentucky)
) SS:
COUNTY OF Jefferson)

On this 25th day of November, 2003, before me the subscriber, Regina J. Miller, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named J. E. Veltlow, to me personally known, who stated and acknowledged that he is the Senior Vice President of National City Leasing Corporation, a Kentucky 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 25th day of November, 2003.

Regina J. Miller
(Notary Signature)

My commission expires:

January 29, 2004

Notary Public, State of Large KY
My Commission Expires Jan. 29 2004

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 24 day of November, 2003 before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Linda M Baughman to me personally known, who stated and acknowledged that he is the Asst. Secretary of THE DAVID J. JOSEPH COMPANY, 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 24 day of November, 2003.

Julie M. Woodard
(Notary Signature)

My commission expires:



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

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

CARS

Fifty-two (52) railcars bearing the reporting marks:

OHCR 6001-6052, inclusive.

LEASE: Railroad Equipment Master Lease dated December 15, 1998 between DJJ Transportation Services, Inc., as Lessor, and Ohio Central Railroad, as Lessee, as subsequently amended by agreement dated January 12, 1999 (the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated February 18, 1999, by and between DJJ Transportation Services, Inc. and National City Leasing Corporation.

AND

Twenty (20) railcars bearing the reporting marks:

OHCR 6104, 6105, 6107, 6109, 6112, 6113.

and

CUOH 3000, 3001, 3003, 3005-3010, inclusive, 3014-3016, inclusive, 3018, and 3019.

LEASE: Railroad Equipment Lease dated March 19, 1999 between DJJ Transportation Services, Inc., as Lessor, and Ohio Central Railroad, as Lessee, (the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated April 23, 1999, by and between DJJ Transportation Services and National City Leasing Corporation.