



The David J. Joseph Company

RECORDATION NO. 24770-6 FILED

JAN 13 '04

4:04 PM



January 12, 2004

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

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of December 15, 2003, between the following parties:

Assignee: Fifth Third Bank  
21 E. State Street, MD 468373  
Columbus, OH 43215

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

Please see Schedule I attached hereto for the equipment, (80) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 15, 2003 related to eighty (80) railcars bearing reporting marks:

OHCR 6001-6026, inclusive  
OHCR 6028-6052, inclusive  
OHCR 6104, 6113-6117, inclusive  
CUOH 3000-3019, sporadic  
OHCR 6105, 6107, 6109, 6112  
JTSX 100926-100929, 100935, 100938, 100944

Please file this as a secondary document as it relates to the Memorandum of Railroad Equipment Lease Agreement between Ohio Central Railroad and DJJ dated 12/10/03 which was sent to the STB in this mailing for filing.

The filing fee for this document in the amount of \$30.00 is included in the enclosed check No. 552979. 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

JAN 13 '04

4-04 PM

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

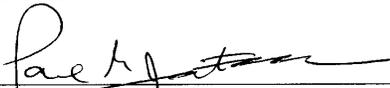
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 15, 2003 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **FIFTH THIRD BANK**, a \_\_\_\_\_ corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated December 10, 2003 between Assignor, as Lessor, and Ohio Central Railroad System, for eighty (80) railcars 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.

**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 the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of December 15, 2003.

**THE DAVID J. JOSEPH COMPANY**

By:   
Name: Paul E. Jantsch  
Title: Exec. Vice President

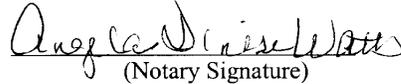
**FIFTH THIRD BANK**

By:   
Name: Timothy R. Master  
Title: Vice President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 15<sup>th</sup> day of December, 2003, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Jantsek, to me personally known, who stated and acknowledged that he is the Exec. Vic. President 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 15<sup>th</sup> day of December, 2003.

  
(Notary Signature)

My commission expires:  
\_\_\_\_\_

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF )  
 ) SS:  
COUNTY OF )

On this \_\_\_ day of December, 2003, before me the subscriber, \_\_\_\_\_, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named \_\_\_\_\_, to me personally known, who stated and acknowledged that he/she is the \_\_\_\_\_ of Fifth Third Bank, a \_\_\_\_\_ 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 \_\_\_ day of December, 2003.

\_\_\_\_\_  
(Notary Signature)

My commission expires:

\_\_\_\_\_

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

**CARS**

Eighty (80) railcars bearing reporting marks as follows:

CUOH 3000  
CUOH 3003  
CUOH 3005-3007, inclusive  
CUOH 3009-3010, inclusive  
CUOH 3014-3016, inclusive  
CUOH 3018-3019, inclusive

OHCR 6001-6026, inclusive  
OHCR 6028-6052, inclusive  
OHCR 6104-6105, inclusive  
OHCR 6107  
OHCR 6109  
OHCR 6112-6117, inclusive

JTSX 100926 -100929, inclusive  
JTSX 100935  
JTSX 100938  
JTSX 100944

**LEASE:** Dated December 10, 2003 between The David J. Joseph Company and Ohio Central Railroad System.