



The David J. Joseph Company

January 12, 2004

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

RECORDATION NO. 24771-A FILED

JAN 13 '04 4-17 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of December 19, 2003, between the following parties:

Assignee: ICX Corporation
2 Summit Park Drive, Suite 300
Cleveland, OH 44131

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

Please see Schedule I attached hereto for the equipment, (35) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 19, 2003 related to thirty-five (35) railcars bearing reporting marks UCSX 2003 – 2099, sporadic.

Please file this as a secondary document as it relates to the Memorandum of Railroad Equipment Lease Agreement between International Paper and DJJ dated 12/19/03 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. 552568. 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

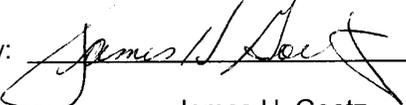
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 19, 2003, by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Assignor") and **ICX CORPORATION**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated December 19, 2003, between Assignor, as Lessor, and **INTERNATIONAL PAPER COMPANY**, as Lessee, for thirty-five (35) 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 December 30, 2003.

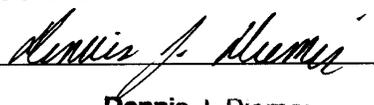
THE DAVID J. JOSEPH COMPANY

By: 

Name: James H. Goetz

Title: EVP & CFO

ICX CORPORATION

By: 

Name: Dennis J. Diemer

Vice President

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 19th day of December, 2003 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 James H. Goetz, to me personally known, who stated and acknowledged that he is the EVP & CFO 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 19th day of December, 2003.

Linda M. Baughman
(Notary Signature)



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

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 22nd day of December, 2003, before me the subscriber, Debra A. Grim, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Dennis J. Diemer, to me personally known, who stated and acknowledged that he/she is the Vice President of ICX Corporation, 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 22nd day of December, 2003.

Debra A. Grim
(Notary Signature)

My commission expires:
DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

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

CARS: Thirty-five (35) railcars bearing the following reporting marks:

UCSX 2003, 2006, 2008, 2009, 2016, 2021, 2023, 2029, 2053, 2055, 2056, 2058,
2061, 2062, 2063, 2067, 2069, 2070, 2072, 2073, 2077, 2078, 2080, 2081, 2083, 2084,
2085, 2088, 2089, 2090, 2091, 2092, 2097, 2098, 2099

LEASE: Railroad Equipment Lease by and between The David J. Joseph Company, as lessor, and International Paper Company, as lessee, dated as of December 19, 2003.