



The David J. Joseph Company

March 3, 2004

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W., Suite 715  
Washington, DC 20423-0001

RECORDATION NO. 19696-D FILED

MAR 8 '04 2-38 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 21, 2000, between the following parties:

Assignee: Joseph Transportation Services  
300 Pike Street  
Cincinnati, Ohio 45202

Assignor: ICX Corporation  
3 Summit Park Drive  
Cleveland, Ohio 44131

Please see Schedule I attached hereto for the equipment, (40) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 21, 2000 related to forty (40) railcars bearing reporting marks GSWR 46001-46065, sporadic and MMRR 46071-46148, sporadic.

Please file this as a secondary document under the Recordation Number 19696-D as it relates to the Memorandum of Railroad Equipment Lease Agreement between Railtex Inc. and The David J. Joseph Company dated 10/23/95.

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) 419-6082.

Sincerely,

The David J. Joseph Company

  
Barbara A. Brzezicki  
Contract Administrator

Enclosures

19696-D FILED

MAR 8 '04 2:38 PM

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") is made and entered into as of December 21, 2000, by and between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignee") and **ICX CORPORATION**, an Ohio corporation ("Assignor").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated October 23, 1995, between Railtex, Inc., as Lessee, and The David J. Joseph Company, as Lessor, as subsequently assigned to ICX Corporation as Lessor, on December 7, 1995, for forty (40) 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 hereinabove and shall be subject to the Lease Term, as defined in the Lease.
3. This Memorandum of Assignment Agreement shall be recorded with the Surface Transportation Board so as to record the assignment constituted by this Memorandum and shall bear Recordation Number 19696-D.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives on the date set forth above.

**ICX CORPORATION**

**JOSEPH TRANSPORTATION SERVICES, INC.**

By: 

By: 

Name: GERALD BENDER

Name: Kevin J. Purcell

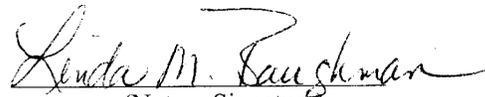
Title: Sr. V.P.

Title: EVP and CFO

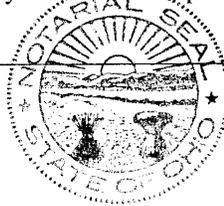
STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

On this 21<sup>st</sup> day of December, 2000, before me the subscriber, Linda Baughman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kevin J. Purcell, to me personally known, who stated and acknowledged that he is the  EVP and CFO  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 21<sup>st</sup> day of December, 2000.

  
(Notary Signature)

My commission expires:

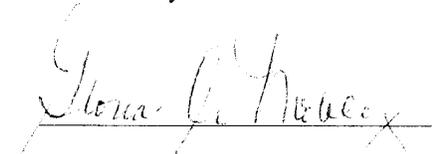


LINDA M. BAUGHMAN  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

STATE OF OHIO )  
 ) SS:  
COUNTY OF CUYAHOGA )

On this 27<sup>th</sup> day of December, 2000, before me the subscriber, Gloria A. Mobley, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Gerald Bender, to me personally known, who stated and acknowledged that he is the Sec. V.P. of ICX Corporation, an Ohio 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 acknowledged 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 27<sup>th</sup> day of December, 2000.

  
(Notary Signature)

My commission expires:

**GLORIA A. MOBLEY**  
Notary Public, State of Ohio, Cuy. Cty.  
My Commission Expires Feb. 2, 2005

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

**CARS:** Forty (40) railcars bearing reporting marks as follows:

GSRW 46001, 46004, 46006, 46010, 46017, 46022, 46029, 46030, 46034, 46036,  
46044, 46047, 46049, 46054, 46055, 46056, 46059, 46060, 46063, and 46065; and

MMRR 46071, 46072, 46074, 46076, 46077, 46086, 46087, 46091, 46095,  
46098, 46099, 46115, 46118, 46124, 46132, 46133, 46138, 46139, 46140, and 46148.

**LEASE:** Lease between Railtex, Inc., as Lessee, and Joseph Transportation Services, Inc., as Lessor, dated October 23, 1995 and subsequently assigned to ICX Corporation, as Assignee, by an Assignment and Assumption Agreement dated as of December 7, 1995.