

The David J. Joseph Company

May 26, 2004

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

RECORDATION NO. 19696-G FILED

JUN 01 '04 2-38 PM



Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD ;

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of May 12, 2004, between the following parties:

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

Assignee: Maxus Leasing Group, Inc.
31300 Bainbridge Road
Cleveland, Ohio 44139

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 May 12, 2004 related to forty (40) railcars bearing reporting marks FCEN 96595-96614, inclusive and MMRR 46071-46148, sporadic.

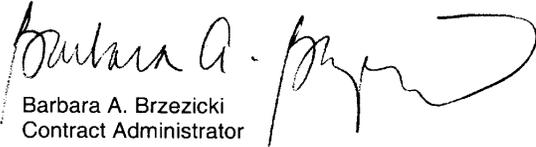
Please file this as a secondary document under the Recordation Number 19696-G as it relates to the Memorandum of Railroad Equipment Lease Agreement between Railtex Inc. and Joseph Transportation Services, Inc., (n/k/a The David J. Joseph Company) dated 12/20/01.

The filing fee for this document in the amount of \$30.00 is included in the enclosed check. Please return one (1) 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

RECORDATION NO. 19696-67 FILED

JUN 01 '04

2-38 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 May 12, 2004, by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Assignor") and **MAXUS LEASING GROUP, INC.**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement (the "Lease") dated December 20, 2001, as subsequently amended by agreement dated March 22, 2004, between Assignor, as Lessor, and Railtex, Inc., as Lessee, 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 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 as defined in the Purchase and Sale Agreement.

THE DAVID J. JOSEPH COMPANY

By: Paul G. Jantsch

Name: Paul G. Jantsch

Title: Executive Vice President

MAXUS LEASING GROUP, INC.

By: Anthony N. Granata

Name: Anthony N. Granata

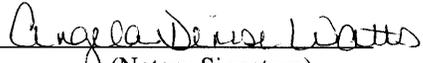
Vice President

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 12th day of May, 2004 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. Jantsch, to me personally known, who stated and acknowledged that he is the Executive Vice 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 12th day of May, 2004.


(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 Ohio)
) SS:
COUNTY OF Cuyahoga)

On this 17th day of May, 2004, before me the subscriber, Laura K. Rhodes, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Anthony W. Guasta, to me personally known, who stated and acknowledged that he/she is the Vice President of Maxus Leasing Group, Inc., an Ohio corporation, and duly authorized by authority of the Board of Directors 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 17th day of May, 2004.


(Notary Signature)

My commission expires:



LAURA K.
RHODES
NOTARY PUBLIC
STATE OF OHIO
Recorded in
Cuyahoga Cty.
My Comm. Exp. 9/20/04

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

CARS

Forty (40) railcars bearing reporting marks as follows:

FCEN096595	FCEN096596	FCEN096597	FCEN096598	FCEN096599
FCEN096600	FCEN096601	FCEN096602	FCEN096603	FCEN096604
FCEN096605	FCEN096606	FCEN096607	FCEN096608	FCEN096609
FCEN096610	FCEN096611	FCEN096612	FCEN096613	FCEN096614
MMRR046071	MMRR046072	MMRR046074	MMRR046076	MMRR046077
MMRR046086	MMRR046087	MMRR046091	MMRR046095	MMRR046098
MMRR046099	MMRR046115	MMRR046118	MMRR046124	MMRR046132
MMRR046133	MMRR046138	MMRR046139	MMRR046140	MMRR046148

LEASE: Dated December 20, 2001, between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company) and Railtex, Inc., as subsequently amended by agreement dated March 22, 2004.