



The David J. Joseph Company



August 16, 2004

RECORDATION NO. 25148-A FILED

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

AUG 17 '04 11-50 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of July 27, 2004, between the following parties:

- Assignee: Fifth Third Bank  
21 E. State Street  
Columbus, OH 43215
- Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule I attached hereto for the equipment, (59) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated July 27, 2004 related to fifty-nine (59) railcars bearing reporting marks:

- CUOH 3020-3023, inclusive
- CUOH 3028-3039, inclusive
- OHCR 6053-6066, inclusive
- OHCR 6059-6093, inclusive
- OHCR 6106, 6108, 6110, 6111

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 8/10/04 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. 561367. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

*Julie M. Woodard*

Julie M. Woodard  
Documentation Coordinator

Enclosures

AUG 17 '04 11-50 AM

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

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of July 27, 2004 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 July 27, 2004 between Assignor, as Lessor, and Ohio Central Railroad System, for fifty-nine (59) 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 July 27, 2004.

**THE DAVID J. JOSEPH COMPANY**

By: Linda M. Baughman

Name: Linda M. Baughman

Title: Assistant Corporate Secretary

**FIFTH THIRD BANK**

By: Timothy R. Mauter

Name: Timothy R. Mauter

Title: Vice President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 27<sup>th</sup> day of July, 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 Linda M. Baughman, to me personally known, who stated and acknowledged that she is the Assistant Corporate 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 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 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 27<sup>th</sup> day of July, 2004.

*Angela Denise Watts*  
(Notary Signature)

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

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

**CARS**

Fifty-nine (59) railcars bearing reporting marks as follows:

CUOH 3020-3023, inclusive  
CUOH 3028-3039, inclusive  
OHCR 6053-6066, inclusive  
OHCR 6069-6093, inclusive  
OHCR 6106  
OHCR 6108  
OHCR 6110-6111, inclusive

**LEASE:** Dated July 9, 2004 between The David J. Joseph Company and Ohio Central Railroad System.