



The David J. Joseph Company,

RECORDATION NO. 22041-13 FILED

SEP 20 '04 4-02 PM

SURFACE TRANSPORTATION BOARD

September 16, 2004

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

Dear Mr. Williams:

Please find enclosed, two (2) original Memorandums of Assignment and Assumption Agreement dated as of August 27, 2004, between the following parties:

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

Assignee: National City Leasing Corporation
995 Dalton Avenue
Cincinnati, OH 45203

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 August 27, 2004 related to thirty-five (35) railcars bearing reporting marks KCS 899001-899047, sporadic.

Please file this as a secondary document under the Recordation Number 22041-B, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 22041 and 22041-A. The filing fee for this document in the amount of \$30.00, is included in the enclosed check. Please return one (1) stamped 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


Barb Brzezicki
Contract Manager

Enclosures



RECORDATION NO. 22041-B FILED

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SEP 20 '04 4-02 PM

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August 27, 2004 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **NATIONAL CITY LEASING CORPORATION** a Kentucky corporation ("Assignee").

WITNESSETH:

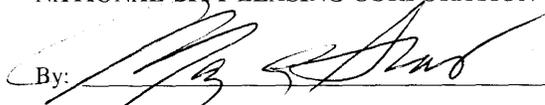
1. Assignor has agreed to assign to Assignee that certain lease agreement dated January 28, 1999 as subsequently amended by agreements dated January 30, 2001 and July 13, 2004, between Assignor, as Lessor, and Kansas City Southern Railway Company for thirty-five (35) railcars bearing the railroad reporting 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 the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of August 27, 2004.

THE DAVID J. JOSEPH COMPANY

By: 
Name: Paul G. Jantsch
Title: Executive Vice President

NATIONAL CITY LEASING CORPORATION

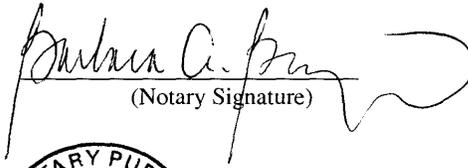
By: 
Name: Mary L. Scott
Title: Vice President



STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 27th day of August, 2004, before me the subscriber, Barbara A. Brzezicki, 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 27th day of August, 2004.


(Notary Signature)

My commission expires:
2/20/06



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 24TH day of AUGUST, 2004, before me the subscriber, BRIDGET S. WATKINS, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named MARY L. SCOTT, to me personally known, who stated and acknowledged that he/she is the VICE PRESIDENT of NATIONAL CITY LEASING CORPORATION, a KENTUCKY 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 27 day of August, 2004.

Bridget S. Watkins
(Notary Signature)

My commission expires:

BRIDGET S. WATKINS
Notary Public, State At Large, Kentucky
My Commission Expires Feb. 16, 2008

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

CARS

Thirty-five (35) railcars currently bearing reporting marks:

KCS	899001
KCS	899002
KCS	899003
KCS	899004
KCS	899006
KCS	899007
KCS	899008
KCS	899009
KCS	899010
KCS	899012
KCS	899013
KCS	899014
KCS	899015
KCS	899016
KCS	899017
KCS	899018
KCS	899019
KCS	899020
KCS	899021
KCS	899022
KCS	899024
KCS	899025
KCS	899030
KCS	899034
KCS	899036
KCS	899037
KCS	899038
KCS	899039
KCS	899040
KCS	899042
KCS	899043
KCS	899044
KCS	899045
KCS	899046
KCS	899047

LEASE: Dated January 28, 1999 between The David J. Joseph Company and The Kansas City Southern Railway Company, as subsequently amended by agreements dated January 30, 2001 and July 13, 2004.