

OSTER
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April 20, 2005

RECORDATION NO. 25549 FILED

APR 20 '05 11-07 AM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment and Assumption Agreement dated 3/30/05 involving the following parties and railroad equipment:

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

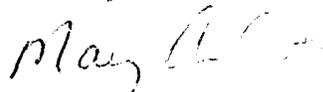
Assignee: Rail Connection, Inc.
Post Office Box 1059
Poca, WV 25159

Equipment: 43, Boxcars
MVRV 010288-010395, NI
MVRV 100005, 100009, 100012,
100014, 100015

Please file this agreement as a primary document. The filing fee of \$32 is enclosed.

Summary: Memorandum of Assignment and Assumption Agreement dated 3/30/05 between David J. Joseph Company as Assignor and Rail Connection, Inc. as Assignee including 43, Railcars within the series MVRV 010288-010395, 100005-100015.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

APR 20 '05 11-07 AM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT SURFACE TRANSPORTATION BOARD

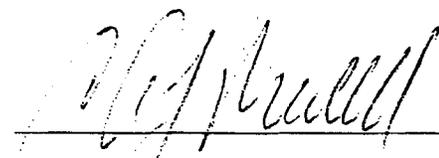
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of March 30, 2005 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **RAIL CONNECTION, INC.**, a West Virginia corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated March 29, 2005 between Assignor, as Lessor, and Ohio Central Railroad, Inc. for forty- three (43) 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 March 30, 2005.

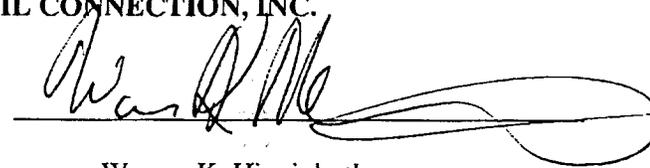
THE DAVID J. JOSEPH COMPANY

By: 

Name: Christopher J. Bedell

Title: VP / Corporate Counsel & Secretary

RAIL CONNECTION, INC.

By: 

Name: Warren K. Higginbotham

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 31st day of March, 2005, 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 Christopher J. Bedell, to me personally known, who stated and acknowledged that he is the Vice President and Corporate Counsel & 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 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 31st day of March, 2005.

Barbara A. Brzezicki

(Notary Signature)

My commission expires:

February 20, 2006



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

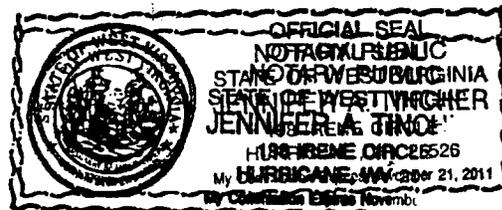
STATE OF West Virginia)
) SS:
COUNTY OF Kanawha)

On this 5th day of April, 2005, before me the subscriber, Jennifer A. Tincher, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren K. Higginbotham, to me personally known, who stated and acknowledged that he is the Vice President of Rail Connection, Inc., a West Virginia 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 5th day of April, 2005.

Jennifer A. Tincher
(Notary Signature)

My commission expires: November 21, 2011



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

CARS

Thirty-eight (38), railcars currently bearing reporting marks:

- MVRY010288
- MVRY010292
- MVRY010297
- MVRY010302
- MVRY010305
- MVRY010306
- MVRY010307
- MVRY010318
- MVRY010319
- MVRY010320
- MVRY010321
- MVRY010324
- MVRY010325
- MVRY010330
- MVRY010331
- MVRY010337
- MVRY010340
- MVRY010345
- MVRY010346
- MVRY010353
- MVRY010355
- MVRY010356
- MVRY010357
- MVRY010359
- MVRY010364
- MVRY010365
- MVRY010366
- MVRY010367
- MVRY010376
- MVRY010377
- MVRY010379
- MVRY010380
- MVRY010381
- MVRY010384
- MVRY010385
- MVRY010386
- MVRY010387
- MVRY010395

and

Five (5) railcars currently bearing reporting marks:

MVRY100005
MVRY100009
MVRY100012
MVRY100014
MVRY100015

LEASE: Dated March 29, 2005 by and between The David J. Joseph Company and Ohio Central Railroad, Inc.