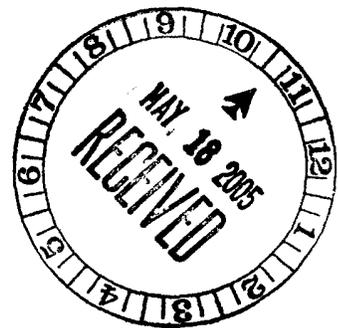




The David J. Joseph Company



May 13, 2005

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

RECORDATION NO. 25575-A FILED

MAY 18 05

1-28 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) original Memorandums of Assignment and Assumption Agreements dated as of March 30, 2005, between the following parties:

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

Assignee: Rail Connection, Inc.
111 Laurel Avenue
Poca, WV 25159

Please see Schedule I attached hereto for the equipment, (43) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated March 30, 2005 related to forty-three (43) railcars bearing reporting marks MVRV 10288-10395, sporadic and MVRV 100005-100015, sporadic.

Please file this as a secondary document under the Recordation Number 25575-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25575. The filing fee for this document in the amount of \$32.00, 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. 25575-A FILED

MAY 18 '05

1-28 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 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:

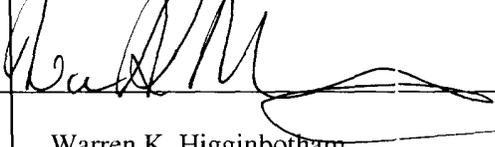
- 1. Assignor has agreed to assign to Assignee that certain lease agreement dated March 29, 2005 between Assignor, as Lessor, and Ohio Central Railroad, Inc. for forty- three (43) railcars bearing the railroad reporting markings set forth on Schedule I.
- 2. This Memorandum of Assignment Agreement shall 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

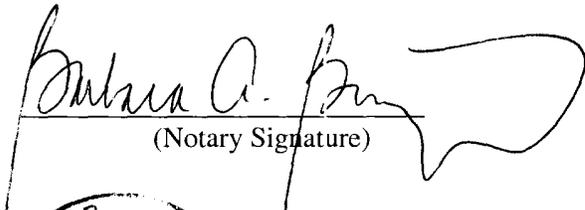
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

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.

My commission expires:

February 20, 2006


(Notary Signature)



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

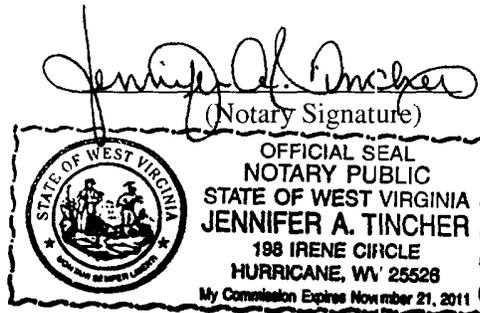
STATE OF West Virginia)
)
COUNTY OF Kanawha) SS:

On this 5th day of April, 2005, before me the subscriber, Jennifer A. Tinch, 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.

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.