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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

July 29, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of August 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease being filed with the Board under Recordation Number _____.

The name and address of the party to the enclosed document are:

Assignor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

Assignee: Joseph Leasing Ltd.
300 Pike Street
Cincinnati, Ohio 45202

Mr. Vernon A. Williams
July 29, 2005
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A description of the railroad equipment covered by the enclosed document
is:

50 flatcars: EPIX 91300 - EPIX 91349

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

JUL 29 '05 12:30 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August 22, 2000, by and between JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation ("Assignor"), and JOSEPH LEASING LTD., an Ohio limited liability company ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated July 21, 2000, between Assignor, as Lessor, and Environmental Protection and Improvement Company, as Lessee, for fifty (50) 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 above and shall be subject to the Initial Term and any Renewal Term as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Memorandum of Assignment Agreement as of the date first set forth above.

JOSEPH TRANSPORTATION SERVICES, INC.

By: *K. J. Purcell* 8/22/00

Name: Kevin J. Purcell

Title: Executive Vice President, Finance & Chief Financial Officer

JOSEPH LEASING LTD.

By: *Paul E. Loebig*

Name: Paul E. Loebig

Title: Vice President, Treasurer

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

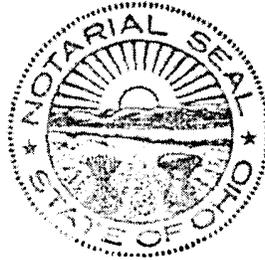
On this 22nd day of August, 2000, before me the subscriber, Julie Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kevin J. Purcell, to me personally known, who stated and acknowledged that he is the Executive Vice President, Finance & Chief Financial Officer of Joseph Transportation Services, Inc., 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 22nd day of August, 2000.

Julie M Woodard
(Notary Signature)

My commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

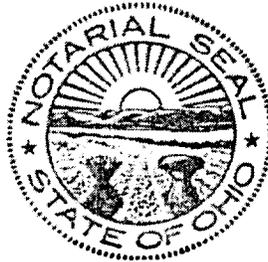
On this 22nd day of August, 2000, before me the subscriber, Julie Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul E. Loebig, to me personally known, who stated and acknowledged that he is the Vice President, Treasurer of Joseph Leasing Ltd., 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 22nd day of August, 2000.

Julie M Woodard
(Notary Signature)

My commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

RAILCARS: Fifty (50) railcars bearing reporting marks:

EPIX 91300-91349, inclusive

LEASE: Lease between JOSEPH TRANSPORTATION SERVICES, INC., as Lessor, and ENVIRONMENTAL PROTECTION AND IMPROVEMENT COMPANY, as Lessee, dated July 21, 2000.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/29/05



Robert W. Alvord