

RECORDATION NO. 25736-A FILED

JUL 29 '05 5-35 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

July 29, 2005

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

Re: Union Pacific Corporation Lease

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Assignment and Assumption Agreement, dated as of July 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Amendment No. 1 to Railroad Equipment Lease being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Assignor: Joseph Leasing Ltd.  
300 Pike Street  
Cincinnati, Ohio 45202-4222

Assignee: The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, New York 10036

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A description of the railroad equipment covered by the enclosed document is:

62 railcars: TKEN 9914, 9925, 9929, 9933, 9941, 9956, 9963-64, 9971-73, 9977, 9980, 9984, 9985, 9987-9989, 9992, 10000, 10002, 10363, 10367, 10368, 10371, 10372, 10377, 100001, 100006, 100007, 100010, 100017, 100018, 100019, 100021, 100025, 100026, 100027, 100030, 100031, 100035, 100036, 100037, 100039, 100047, 100049, 100051, 100054, 100055, 100056, 100058, 100072, 100075, 100077, 100082, 100083, 100090, 100093, 100096, 100097, 100098, 100100.

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

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION ~~SUBRAIL~~ TRANSPORTATION BOARD

1. Pursuant to the Assignment and Assumption Agreement identified below, Joseph Leasing, Ltd. an Ohio limited liability company ("JLL"), has assigned to The CIT Group/Equipment Financing, Inc. ("CIT") and CIT has accepted the assignment and assumption of obligations under, the lease identified on the schedule attached hereto, which lease relates to the railroad equipment identified on that schedule. "Assignment and Assumption Agreement" means the Assignment and Assumption Agreement dated as of July 29, 2005, between JLL and CIT.

2. The addresses of the parties are as follows:

Joseph Leasing Ltd.  
300 Pike Street  
Cincinnati, OH 45202-4222  
Attention: Director, Contract Administration

The CIT Group/Equipment Financing, Inc. (Secured Party / Assignee)  
1211 Avenue of the Americas  
New York, New York 10036  
Attention: Rail Resources, Vice President -- Credit

3. The terms and provisions of the above-referenced assignment and assumption are more particularly set forth in the above-referenced Assignment and Assumption Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of July 29, 2005.

JOSEPH LEASING LTD.

By: [Signature]  
Name: JAMES H. GOETZ  
Title: VP

State of Ohio )  
County of Hamilton ) ss:

On July 29, 2005, before me personally appeared James H. Goetz to me personally known, who being by me duly sworn says that he is VP of Joseph Leasing Ltd., and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

[Signature]  
Notary Public  
My commission expires:

[NOTARIAL SEAL] MARY JOANN COLEBROOK  
Notary Public, State of Ohio  
My Commission Expires April 25, 2007

[Execution continued on next page; remainder of this page intentionally left blank]



**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