



The David J. Joseph Company



RECORDATION NO. 24803-C FILED

March 29, 2006

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

APR 03 '06 4-25 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) original Memorandums of Assignment and Assumption Agreements dated as of March 7, 2006, between the following parties:

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

Assignee: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070

Please see Schedule I attached hereto for the equipment, (59) railcars, involved in this transaction.

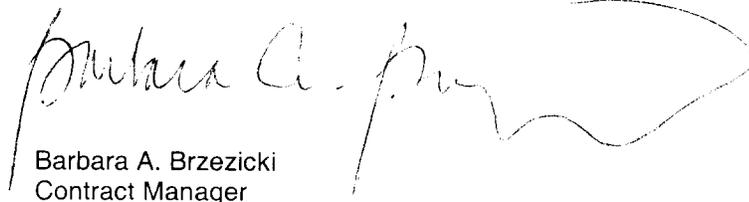
This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated March 7, 2006 related to fifty-nine (59) railcars bearing reporting marks MVFY 1 – MVRV 70053, sporadic.

Please file this as a secondary document under the Recordation Number 24303-C, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 24803, 24803-A and 24803-B. The filing fee for this document in the amount of \$33.00, 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


Barbara A. Brzezicki
Contract Manager

Enclosures

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of March 7, 2006 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **RAIL CONNECTION, INC.**, a West Virginia corporation ("Assignee").

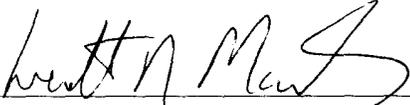
WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated January 14, 2004, as subsequently amended by agreement dated July 26, 2004 and February 22, 2006, between Assignor, as Lessor, and Ohio Central Railroad System, as Lessee, for fifty-nine (59) 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.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

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 the Exchange Agreement by and between Assignor and Assignee dated as of March 7, 2006.

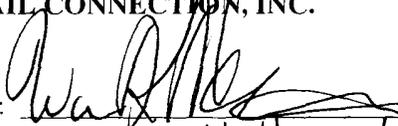
THE DAVID J. JOSEPH COMPANY

By: 

Name: Everett N. Martin

Title: Assistant Secretary

RAIL CONNECTION, INC.

By: 

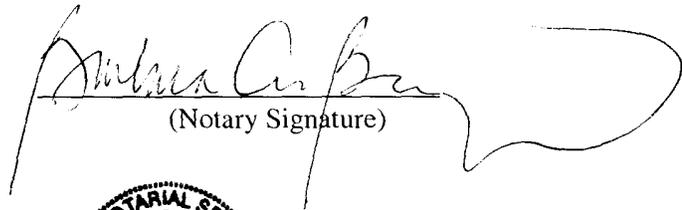
Name: Warren K. Higginbotham

Title: V.P.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 8th day of March, 2006, 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 Everett N. Martin, to me personally known, who stated and acknowledged that he is the Assistant 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 8th day of March, 2006.


(Notary Signature)

My commission expires:

2-20-11



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires 02-20-11

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

CARS

DESCRIPTION OF UNITS:

Fifty-nine (59), railcars bearing reporting marks:

MVRY	1	MVRY	38	MVRY	60419	MVRY	60443	MVRY	70019
MVRY	2	MVRY	42	MVRY	60420	MVRY	60448	MVRY	70030
MVRY	4	MVRY	44	MVRY	60421	MVRY	60449	MVRY	70036
MVRY	9	MVRY	45	MVRY	60423	MVRY	60452	MVRY	70037
MVRY	10	MVRY	231	MVRY	60425	MVRY	60456	MVRY	70038
MVRY	15	MVRY	233	MVRY	60426	MVRY	60903	MVRY	70041
MVRY	19	MVRY	60401	MVRY	60430	MVRY	70001	MVRY	70042
MVRY	23	MVRY	60403	MVRY	60432	MVRY	70007	MVRY	70047
MVRY	26	MVRY	60406	MVRY	60433	MVRY	70008	MVRY	70050
MVRY	31	MVRY	60407	MVRY	60435	MVRY	70011	MVRY	70051
MVRY	34	MVRY	60409	MVRY	60436	MVRY	70013	MVRY	70053
MVRY	37	MVRY	60415	MVRY	60442	MVRY	70018		

LEASE: Rider No. 2 dated January 14, 2004 to the Master Lease Agreement dated October 24, 2003, by and between The David J. Joseph Company (f/k/a Joseph Transportation Services, Inc.) as lessor and Ohio Central Railroad System as lessee, as amended by Amendment No. 1 dated July 26, 2004 and Amendment No. 2 dated February 22, 2006.