



The David J. Joseph Company



March 29, 2006

RECORDATION NO 26260-A FILED

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

APR 03 '06

4-35 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, (6) 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 six (6) railcars bearing reporting marks JTSX 101410 – JTSX 101451, sporadic.

Please file this as a secondary document under the Recordation Number 26260-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 26260. 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**

SURFACE TRANSPORTATION BOARD

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 August 10, 2004, between Assignor, as Lessor, and Gershow Recycling Corporation, as Lessee, for six (6) 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.

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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.

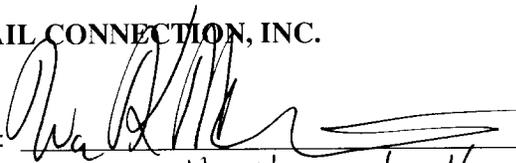
THE DAVID J. JOSEPH COMPANY

By: 

Name: Everett N. Martin

Title: Assistant Secretary

RAIL CONNECTION, INC.

By: 

Name: Warren R. 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

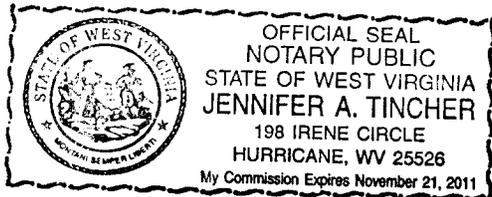


BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires 02-20-11

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

On this 9th day of March, 2006, 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/she 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 9th day of March, 2006.



Jennifer A. Tincher
(Notary Signature)

My commission expires:

November 21, 2011

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

CARS

DESCRIPTION OF UNITS:

Six (6), railcars bearing reporting marks:

JTSX	101410	JTSX	101428	JTSX	101430	JTSX	101446	JTSX	101448	JTSX	101451
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LEASE: Railroad Equipment Lease dated August 10, 2004, between The David J. Joseph Company as lessor and Gershow Recycling Corporation as lessee.