



October 15, 2015

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated September 24, 2015 between the following parties:

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

Assignor: Adler Funding LLC
c/o UniCredit Bank AG
150 East 42nd Street
New York, NY 10017

Please see Schedule 1, attached hereto, for the equipment, (120) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated September 24, 2015 related to one hundred twenty (120) railcars bearing reporting marks: ADLX120625-120748, sporadic.

Please file this as a secondary document under Recordation Number 31961-A as it relates to the document previously filed with the Surface Transportation Board under Recordation 31961. The filing fee in the amount of \$43.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6294.

Sincerely,

A handwritten signature in black ink that reads 'Lindsay Ross'. The signature is written in a cursive, flowing style.

Lindsay Ross
Rail Operations Analyst

Enclosure

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 24, 2015, by and between GATX CORPORATION, on behalf of ADLER FUNDING LLC, a Delaware limited liability company ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain Car Service Contract No. 5191 (as it pertains to the railcars) and Rider No. 3 to Car Service Contract No. 5191, between Assignor, as Lessor, and BP Products North America Inc., as Lessee (collectively, the "Lease"), for one hundred twenty (120) 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.

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 set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of September 24, 2015.

GATX CORPORATION, on behalf of ADLER FUNDING LLC

By: Donald J. Spooner

Name: DONALD J. SPOONER

Title: VICE PRESIDENT

THE DAVID J. JOSEPH COMPANY

By: _____

Name: _____

Title: _____

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 24, 2015, by and between ADLER FUNDING LLC, a Delaware limited liability company ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain Revised Car Service Contract No. 5191 (as it pertains to the Railcars (as defined herein)) and Rider No. 3 to Car Service Contract No. 5191, between Assignor, as Lessor, and BP Products North America Inc., as Lessee (collectively, the "Lease"), for one hundred twenty (120) railcars bearing the railroad reporting markings set forth on Schedule I (the "Railcars").
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

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 set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of September 24, 2015.

ADLER FUNDING LLC

By: GATX CORPORATION, its Manager

By: _____
Name: Linda Hexem
Title: Vice President and Managing Director, Structured Finance

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein
Name: Kelly C. Poellein
Title: VP Finance, Brokerage

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 24th day of September, 2015 before me the subscriber, Angela Denise Callihan, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C Poellin, to me personally known, who stated and acknowledged that he/she is the VP Finance Brokerage 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/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 24th day of September, 2015.

Angela Denise Callihan
(Notary Signature)

My commission expires:

N/A

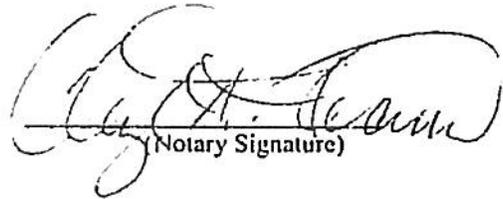


ANGELA DENISE CALLIHAN
Attorney At Law
NOTARY PUBLIC
STATE OF OHIO
My Commission Has
No Expiration Date
Section 147.03 O.R.C.

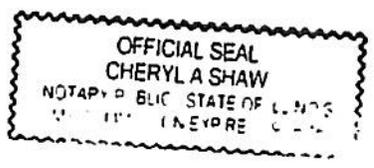
STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 23rd day of September, 2015, before me the subscriber, Cheryl A. Shaw, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Donald J. Spitzer, to me personally known, who stated and acknowledged that he/she is the Vice President of GATX Corporation, a New York corporation, and duly authorized by said company in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said company 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 company, 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 23rd day of September, 2015.


(Notary Signature)

My commission expires:
9/26/2016



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

CARS:

One hundred twenty (120) railcars bearing reporting marks:

| <u>Car Number</u> | <u>Car Number</u> | <u>Car Number</u> | <u>Car Number</u> |
|-------------------|-------------------|-------------------|-------------------|
| 1 ADLX120625 | 31 ADLX120658 | 61 ADLX120689 | 91 ADLX120719 |
| 2 ADLX120629 | 32 ADLX120659 | 62 ADLX120690 | 92 ADLX120720 |
| 3 ADLX120630 | 33 ADLX120660 | 63 ADLX120691 | 93 ADLX120721 |
| 4 ADLX120631 | 34 ADLX120661 | 64 ADLX120692 | 94 ADLX120722 |
| 5 ADLX120632 | 35 ADLX120662 | 65 ADLX120693 | 95 ADLX120723 |
| 6 ADLX120633 | 36 ADLX120663 | 66 ADLX120694 | 96 ADLX120724 |
| 7 ADLX120634 | 37 ADLX120664 | 67 ADLX120695 | 97 ADLX120725 |
| 8 ADLX120635 | 38 ADLX120665 | 68 ADLX120696 | 98 ADLX120726 |
| 9 ADLX120636 | 39 ADLX120666 | 69 ADLX120697 | 99 ADLX120727 |
| 10 ADLX120637 | 40 ADLX120667 | 70 ADLX120698 | 100 ADLX120728 |
| 11 ADLX120638 | 41 ADLX120668 | 71 ADLX120699 | 101 ADLX120729 |
| 12 ADLX120639 | 42 ADLX120669 | 72 ADLX120700 | 102 ADLX120730 |
| 13 ADLX120640 | 43 ADLX120670 | 73 ADLX120701 | 103 ADLX120731 |
| 14 ADLX120641 | 44 ADLX120671 | 74 ADLX120702 | 104 ADLX120732 |
| 15 ADLX120642 | 45 ADLX120672 | 75 ADLX120703 | 105 ADLX120733 |
| 16 ADLX120643 | 46 ADLX120673 | 76 ADLX120704 | 106 ADLX120734 |
| 17 ADLX120644 | 47 ADLX120674 | 77 ADLX120705 | 107 ADLX120735 |
| 18 ADLX120645 | 48 ADLX120675 | 78 ADLX120706 | 108 ADLX120736 |
| 19 ADLX120646 | 49 ADLX120676 | 79 ADLX120707 | 109 ADLX120737 |
| 20 ADLX120647 | 50 ADLX120677 | 80 ADLX120708 | 110 ADLX120738 |
| 21 ADLX120648 | 51 ADLX120678 | 81 ADLX120709 | 111 ADLX120739 |
| 22 ADLX120649 | 52 ADLX120679 | 82 ADLX120710 | 112 ADLX120741 |
| 23 ADLX120650 | 53 ADLX120680 | 83 ADLX120711 | 113 ADLX120742 |
| 24 ADLX120651 | 54 ADLX120681 | 84 ADLX120712 | 114 ADLX120743 |
| 25 ADLX120652 | 55 ADLX120682 | 85 ADLX120713 | 115 ADLX120744 |
| 26 ADLX120653 | 56 ADLX120683 | 86 ADLX120714 | 116 ADLX120745 |
| 27 ADLX120654 | 57 ADLX120684 | 87 ADLX120715 | 117 ADLX120746 |
| 28 ADLX120655 | 58 ADLX120686 | 88 ADLX120716 | 118 ADLX120747 |
| 29 ADLX120656 | 59 ADLX120687 | 89 ADLX120717 | 119 ADLX120748 |
| 30 ADLX120657 | 60 ADLX120688 | 90 ADLX120718 | 120 ADLX120749 |