



February 25, 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 January 29, 2015 between the following parties:

Assignee: Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45263

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

Please see Schedule 1, attached hereto, for the equipment, (112) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated January 29, 2015 related to one hundred twelve (112) railcars bearing reporting marks: KSCX3200-3254, excluding 3229 and KSCX3700-3760, excluding 3705, 3715, and 3716.

Please file this as a secondary document under Recordation Number 31489-A as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 31489. 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,

Lindsay Ross
Rail Operations Analyst

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

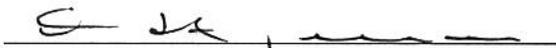
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of January 29, 2015 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **FIFTH THIRD EQUIPMENT FINANCE COMPANY**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated November 4, 2014, between Assignor, as Lessor, and Kapstone Charleston Kraft LLC, for one hundred twelve (112) 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.

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 Purchase and Sale Agreement by and between Assignor and Assignee dated as of January 29, 2015.

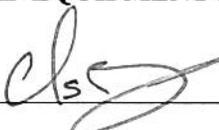
THE DAVID J. JOSEPH COMPANY

By: 

Name: David Steigerwald

Title: EVP and CFO

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: 

Name: Christopher S. Bell
Vice President

Title: _____

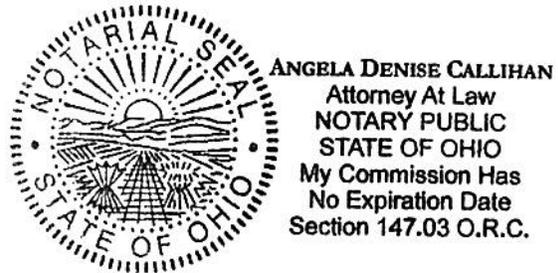
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 29th day of January, 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 David Steigerwald, to me personally known, who stated and acknowledged that he is the EVP and CFO 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 29th day of January, 2015.

Angela Denise Callihan
(Notary Signature)

My commission has no expiration.



STATE OF)
) SS:
COUNTY OF)

On this ___ day of _____, 2015, before me the subscriber, _____, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named _____, to me personally known, who stated and acknowledged that he/she is the _____ of FIFTH THIRD EQUIPMENT FINANCE COMPANY, a _____ 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 20 day of Feb, 2015.

Paula D. McQueen
(Notary Signature)

My commission expires:



PAULA D. McQUEEN
Notary Public, State of Ohio
My Commission Expires
October 21, 2018

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

CARS

One hundred twelve (112) railcars bearing reporting marks:

KSCX 3200-3254, excluding KSCX 3229

and

KSCX 3700-3760, excluding KSCX 3705, 3715, and 3716

LEASE: Dated November 4, 2014 between The David J. Joseph Company and Kapstone Charleston Kraft LLC