



January 3, 2014

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 November 19, 2013 between the following parties:

Assignor: Banc of America Leasing & Capital, LLC
11333 McCormick Road
Hunt Valley, MD 21031

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

Please see Schedule 1, attached hereto, for the equipment, (3) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated November 19, 2013 related to three (3) railcars bearing reporting marks: SH 284, 288, 291.

Please file this as a secondary document under Recordation Number 26244-M as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 26244 thru 26244-L. The filing fee in the amount of \$44.00 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 Gordin
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 November 19, 2013, by and between BANC OF AMERICA LEASING & CAPITAL, LLC, a limited liability company organized under the laws of the State of Delaware ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain Master Lease Agreement dated February 17, 2006 (as it pertains to Rider No. 5) and Rider No. 5 to the Master Lease Agreement dated February 17, 2006 between ASSIGNOR (as successor-in-interest to LaSalle National Leasing Corporation), as Lessor, and MITTAL STEEL USA, INC., as Lessee (the "Lease"), for three (3) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated February 23, 2006, by and between Assignee, as Seller and Assignor, as Buyer. Such assignment is evidenced by a Memorandum of Assignment and Assumption recorded with the Surface Transportation Board on March 24, 2006 under recordation No. 26244 F.
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 November 19, 2013.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: *Peter G. Rogers*
Name: *PETER G ROGERS*
Title: *VICE PRESIDENT*

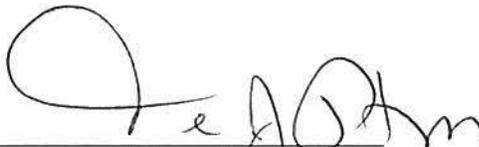
THE DAVID J. JOSEPH COMPANY

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

STATE OF Maryland)
) SS:
COUNTY OF Harford)

On this 25th day of November, 2013, before me the subscriber, TERRI J. PRESTON, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Peter G. Royce, to me personally known, who stated and acknowledged that he is the Vice President of Banc of America Leasing & Capital, LLC, a Delaware limited liability company, 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 25th day of November, 2013.


(Notary Signature)

My commission expires:

February 28, 2017

TERRI J. PRESTON
Notary Public
Harford County
Maryland
My Commission Expires Feb. 28, 2017

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 19th day of November, 2013 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. Poolie, 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 19th day of November, 2013.

Angela Denise Callihan
(Notary Signature)

My commission has no expiration.



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

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS:

Three (3) railcars bearing reporting marks:

SH 284
SH 288
SH 291