

RECORDATION NO 24771-G FILED
December 23, 2013 03:05 PM
SURFACE TRANSPORTATION BOARD
ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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December 23, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of November 5, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease Agreement previously filed with the Board under Recordation Number 24771.

The names and addresses of the parties to the enclosed document are:

Assignor: The Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, Ohio 45202

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

Chief, Section of Administration
December 23, 2013
Page 2

A description of the railroad equipment covered by the enclosed document is:

34 cars within the series UCSX 2003 - UCSX 2090 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/bhs
Enclosures

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of November 5, 2013, by and between **FIFTH THIRD EQUIPMENT FINANCE COMPANY**, an Ohio corporation ("Assignor") and **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement dated December 19, 2003, as subsequently amended by agreement dated January 12, 2009, between The David J. Joseph Company, as Lessor, and International Paper Company, as Lessee (the "Lease"), for thirty-four (34) 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 January 23, 2009, by and between The David J. Joseph Company ("Seller") and Fifth Third Leasing Company.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

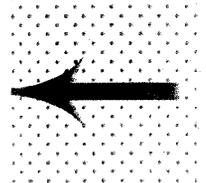
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of November 5, 2013.

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: Nandy Willoughby

Name: NANDY WILLOUGHBY

Title: AVP



THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

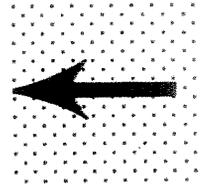
Title: Vice President Finance - Brokerage

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 8th day of November, 2013, before me the subscriber, Peggy Jo Bode, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Randy Willoughby, to me personally known, who stated and acknowledged that he is the AVP of Fifth Third Equipment Finance Company, an Ohio 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 November, 2013.

Peggy Jo Bode
(Notary Signature)



My commission expires:
3/7/2014

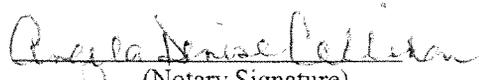


PEGGY JO BODE
Notary Public, State of Ohio
My Commission Expires
March 7, 2014

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 5th 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. Poellein, to me personally known, who stated and acknowledged that she is the Vice President 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 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 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 5th day of November, 2013.


(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.

EXHIBIT D
BILL OF SALE

APPENDIX A

CARS:

Thirty-four (34), 1991 Bethlehem Steel built, 70' between the bulkhead, 263,000 lb. GRL, cushioned log railcars with stanchions bearing reporting marks:

UCSX 2003, 2006, 2008, 2009, 2016, 2021, 2023, 2029, 2053, 2055, 2056, 2058, 2061, 2062, 2063, 2067, 2069, 2070, 2072, 2073, 2077, 2078, 2080, 2081, 2083, 2084, 2088, 2089, 2090, 2091, 2092, 2097, 2098, 2099

LEASE:

Railroad Equipment Lease dated December 19, 2003, as subsequently amended by agreement dated January 12, 2009, between The David J. Joseph Company, as Lessor, and International Paper Company, as Lessee, (the "Lease"). Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated January 23, 2009, by and between The David J. Joseph Company and Fifth Third Leasing Company.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: December 23, 2013

Edward M Luria

Edward M. Luria