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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

April 24, 2014

Chief of the 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 April 23, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

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

Assignee:           The Huntington National Bank  
105 East Fourth Street  
Cincinnati, Ohio 45202

Chief of the Section of Administration  
April 24, 2014  
Page 2

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

33 railcars: DJTX 516103 – DJTX 516135.

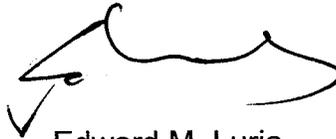
A short summary of the document to appear in the index is:

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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a checkmark to the left of the signature.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of April 23, 2014 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **THE HUNTINGTON NATIONAL BANK** ("Assignee").

**WITNESSETH:**

1. Assignor has sold, assigned, and transferred to Assignee that certain Railroad Equipment Lease dated March 27, 2014, between Assignor, as Lessor, and Church & Dwight Co., Inc., as Lessee, for thirty-three (33) railcars bearing the railroad reporting markings set forth on Schedule I (the "Lease") pursuant to that Purchase and Sale Agreement dated as of April 23, 2014 between Assignor, as Seller, and Assignee, as Buyer (the "Agreement").
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.
3. Pursuant to the Agreement, Assignee has assumed all of Assignor's rights, title, interest, and obligations (except those expressly retained by the Assignor under the terms of the Agreement), in, to and under the Lease and the railcars.

**THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK**

**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 April 23, 2014.

**THE DAVID J. JOSEPH COMPANY**

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

**THE HUNTINGTON NATIONAL BANK**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**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 April \_\_, 2014.

**THE DAVID J. JOSEPH COMPANY**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**THE HUNTINGTON NATIONAL BANK**

By: Joel Hardman

Name: Joel Hardman

Title: Vice President

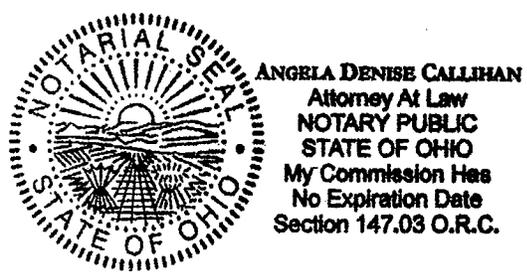
STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 23<sup>rd</sup> day of April, 2014, 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 23<sup>rd</sup> day of April, 2014.

Angela Denise Callihan  
(Notary Signature)

My commission has no expiration



STATE OF Ohio )  
 ) SS:  
COUNTY OF Franklin )

On this 24 day of April, 2014, before me the subscriber, Jessica J. Gourash, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Joel Hardman, to me personally known, who stated and acknowledged that he/she is the Vice President of The Huntington National Bank ~~national bank~~ 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 24 day of April, 2014.



JESSICA J. GOURASH  
Notary Public, State of Ohio  
My Comm. Expires 01-03-2016

Jessica J. Gourash  
(Notary Signature)

My commission expires:

January 3, 2016

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

**CARS**

Thirty-three (33) railcars bearing the following marks:

DJTX516103  
DJTX516104  
DJTX516105  
DJTX516106  
DJTX516107  
DJTX516108  
DJTX516109  
DJTX516110  
DJTX516111  
DJTX516112  
DJTX516113  
DJTX516114  
DJTX516115  
DJTX516116  
DJTX516117  
DJTX516118  
DJTX516119  
DJTX516120  
DJTX516121  
DJTX516122  
DJTX516123  
DJTX516124  
DJTX516125  
DJTX516126  
DJTX516127  
DJTX516128  
DJTX516129  
DJTX516130  
DJTX516131  
DJTX516132  
DJTX516133  
DJTX516134  
DJTX516135

LEASE: Railroad Equipment Lease dated March 27, 2014 between The David J. Joseph Company and Church & Dwight Co. Inc.

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: 4/24/12

Edward M Luria  
Edward M. Luria