RECORDATION NO. 29674-C
FILED JUNE 7, 2016 10:19 AM
SURFACE TRANSPORTATION BOARD

June 7, 2016

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 May 17, 2016 between the following parties:

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

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

Please see Schedule 1, attached hereto, for the equipment, (35) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated May17, 2016 related to thirty five (35) railcars bearing reporting marks: DJTX 79000-79034, inclusive.

Please file this as a secondary document under Recordation Number 29674-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 29674 through 29674-B. 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) 419-6062

Sincerely,

Julie Woodard

Julie Woodard
Contract Manager

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of May 17, 2016, 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 February 24, 2011, between The David J. Joseph Company, as Lessor, and RSR (Delaware), Inc., as Lessee, and the Lease Guaranty Agreement dated February 24, 2011 from Richmond Steel Recycling Limited (collectively, the "Lease"), for thirty-five (35) 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 June 30, 2011, by and between The David J. Joseph Company ("Seller") and Fifth Third Equipment Finance 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 May 17, 2016.

.

THE FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: James A. Merz

Name: James A. Merz

Title: Vice President

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 23rd day of May, 2016, before me the subscriber, ~~James A. T~~ PJB Peggy Jo Bode, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James A. Merz, to me personally known, who stated and acknowledged that he is the VP of **FIFTH THIRD EQUIPMENT FINANCE 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 23 day of May, 2016.

Peggy Jo Bode
(Notary Signature)

My commission expires:

3/7/2019

NOTARY PUBLIC STATE OF OHIO

PEGGY JO BODE
Notary Public, State of Ohio
My Commission Expires
March 7, 2019

STATE OF OHIO)

) SS

COUNTY OF HAMILTON)

On this 17th day of May, 2016 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, to me personally known, who stated and acknowledged that she is the 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 17th day of May, 2016.

Angela Denise Callihan
(Notary Signature)

My commission has no expiration.

NOTARIAL SEAL STATE OF OHIO

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:

Thirty-five (35) railcars bearing reporting marks:

DJTX 79000-DJTX 79034, inclusive

LEASE: Dated February 24, 2011 between The David J. Joseph Company and RSR (Delaware), Inc., as guaranteed by Richmond Steel Recycling by a Lease Guaranty Agreement dated February 24, 2011.