



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 February 11, 2015 between the following parties:

Assignee: RALCO, LLC
200 S. Wacker Drive, Suite 300
Chicago, IL 60606

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

Please see Schedule 1, attached hereto, for the equipment, (20) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated February 11, 2015 related to twenty (20) railcars bearing reporting marks: JTSX1000-1037, sporadic and JTSX460096.

Please file this as a secondary document under Recordation Number 27545-F as it relates to documents previously filed with the Surface Transportation Board under Recordation 27545-27545-E. 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

Enclosure

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement (“Memorandum of Assignment Agreement”) made and entered into as of February 11, 2015 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation (“Assignor”) and **RALCO, LLC**, an Illinois limited liability company (“Assignee”).

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 13, 2008, as subsequently amended, between Assignor, as Lessor, and United Iron & Metal, LLC for twenty (20) 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 February 11, 2015.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein
Name: Kelly C. Poellein
Title: Vice President, Finance – Brokerage

RALCO, LLC

By: Peter R. Urban
Name: PETER R. URBAN
Title: PRINCIPAL

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 11th day of February, 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 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 11th day of February, 2015.

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.

STATE OF)
) SS:
COUNTY OF)

On this ___ day of February, 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 RALCO, LLC, a _____ limited liability company, and duly authorized by authority of the Board of Directors or By-laws of said company 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 __ day of February, 2015.

(Notary Signature)

My commission expires:

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

CARS

Twenty (20) railcars bearing reporting marks:

JTSX 1000
JTSX 1001
JTSX 1002
JTSX 1004
JTSX 1005
JTSX 1008
JTSX 1011
JTSX 1014
JTSX 1017
JTSX 1022
JTSX 1023
JTSX 1024
JTSX 1025
JTSX 1028
JTSX 1029
JTSX 1030
JTSX 1031
JTSX 1033
JTSX 1037
JTSX 460096

LEASE: Dated June 13, 2008, as subsequently amended, between The David J. Joseph Company and United Iron & Metal, LLC.