



April 14, 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 April 2, 2015 between the following parties:

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

Assignor: First Financial Equipment Finance  
225 East 5th Street, Suite 800  
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (47) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated April 2, 2015 related to forty-seven (47) railcars bearing reporting marks: DJTX542001-DJTX542047, inclusive.

Please file this as a secondary document under Recordation Number 30232-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 30232-30232-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) 419-6294.

Sincerely,

Lindsay Ross  
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 April 2<sup>nd</sup>, 2015, by and between FIRST FINANCIAL EQUIPMENT FINANCE, LLC, an Ohio limited liability company (“Assignor”) and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation (“Assignee”).

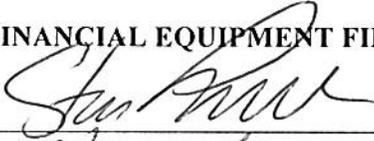
**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain Rider No. 1 to the Master Lease Agreement dated February 8, 2012, , with Monsanto Company, as Lessee (the “Lease”), for forty seven (47) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by Assignee to Assignor pursuant to that certain Purchase and Sale Agreement dated April 2<sup>nd</sup>, 2015 by and between Assignee, as Seller and Assignor, as Buyer.
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.

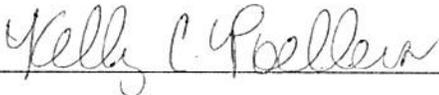
**REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK**

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 set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE.

**FIRST FINANCIAL EQUIPMENT FINANCE, LLC**

By:   
Name: Steve Ucardy  
Title: VP

**THE DAVID J. JOSEPH COMPANY**

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

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

On this 6<sup>th</sup> day of April, 2015, before me the subscriber, JERRI SOUTHERLAND a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named STEVEN LICANDI, to me personally known, who stated and acknowledged that he/she is the VICE PRESIDENT of FIRST FINANCIAL EQUIPMENT FINANCE, LLC, An Ohio 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 \_\_\_ day of April, 2015.

  
(Notary Signature)



**JERRI SOUTHERLAND**  
Notary Public, State of Ohio  
My Commission Expires Oct. 28, 2016

My commission expires:

Oct 28 2016

STATE OF OHIO )  
 ) SS  
COUNTY OF HAMILTON )

On this 2<sup>nd</sup> day of April, 2015 before me the subscriber, Julie M. Woodard, 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 2<sup>nd</sup> day of April, 2015.

*Julie M Woodard*  
\_\_\_\_\_  
(Notary Signature)

My commission expires:



\_\_\_\_\_  
Julie M. Woodard  
Notary Public, State of Ohio  
My Commission Expires 09-24-2017

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

**CARS:**

Forty seven (47) gondola railcars bearing reporting marks and numbers as follows:

DJTX 542001	DJTX 542025
DJTX 542002	DJTX 542026
DJTX 542003	DJTX 542027
DJTX 542004	DJTX 542028
DJTX 542005	DJTX 542029
DJTX 542006	DJTX 542030
DJTX 542007	DJTX 542031
DJTX 542008	DJTX 542032
DJTX 542009	DJTX 542033
DJTX 542010	DJTX 542034
DJTX 542011	DJTX 542035
DJTX 542012	DJTX 542036
DJTX 542013	DJTX 542037
DJTX 542014	DJTX 542038
DJTX 542015	DJTX 542039
DJTX 542016	DJTX 542040
DJTX 542017	DJTX 542041
DJTX 542018	DJTX 542042
DJTX 542019	DJTX 542043
DJTX 542020	DJTX 542044
DJTX 542021	DJTX 542045
DJTX 542022	DJTX 542046
DJTX 542023	DJTX 542047
DJTX 542024	

**LEASE:**

Rider No. 1 to the Master Lease Agreement dated February 8, 2012 with Monsanto Company.