



July 6, 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 21, 2015 between the following parties:

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

Assignor: Huntington National Bank
105 E. Fourth Street
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (92) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated April 21, 2015 related to ninety-two (92) railcars bearing reporting marks: AGPX96000-96099, sporadic.

Please file this as a secondary document under Recordation Number 29840-C as it relates to documents previously filed with the Surface Transportation Board under Recordations 29840-29840-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

Enclosure

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of April 21, 2015, by and between THE HUNTINGTON NATIONAL BANK, a national banking association ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain master lease agreement and Rider No. 1 each dated June 29, 2011, between The David J. Joseph Company, as Lessor, and AG Process Inc A Cooperative, as Lessee (the "Lease"), for ninety-two (92) 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 July 29, 2011, by and between The David J. Joseph Company ("Seller") and The Huntington National Bank.
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 April 21, 2015.

THE HUNTINGTON NATIONAL BANK

By: Stephanie McDole
Name: Stephanie McDole
Title: staff officer

THE DAVID J. JOSEPH COMPANY

By: _____
Name: _____
Title: _____

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THE HUNTINGTON NATIONAL BANK

By: _____

Name: _____

Title: _____

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Pallen

Name: Kelly C. Pallen

Title: VP Finance - Brokerage

STATE OF Ohio)
) SS:
COUNTY OF Hamilton)

On this 26th day of May, 2015, before me the subscriber, Jessica F Bendel Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Stephanie McDole to me personally known, who stated and acknowledged that he is the Staff Officer of The Huntington National Bank, a national banking association, 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 26th day of May, 2015.

Jessica F Bendel
(Notary Signature)

My commission expires:



Jessica F. Bendel, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 28th day of April, 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 Callihan, to me personally known, who stated and acknowledged that he/she is the VP 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 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 28th day of April, 2015.

Angela Denise Callihan
(Notary Signature)

My commission expires:
N/A



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:

Ninety-two (92), 1996 built, 5161 c.f., 286,000 GRL covered hopper railcars bearing reporting marks and numbers as follows:

AGPX	96000		AGPX	96025		AGPX	96050		AGPX	96075
AGPX	96001		AGPX	96026		AGPX	96051		AGPX	96076
AGPX	96002		AGPX	96027		AGPX	96053		AGPX	96077
AGPX	96003		AGPX	96028		AGPX	96054		AGPX	96078
AGPX	96004		AGPX	96029		AGPX	96055		AGPX	96079
AGPX	96005		AGPX	96030		AGPX	96056		AGPX	96080
AGPX	96007		AGPX	96031		AGPX	96057		AGPX	96081
AGPX	96008		AGPX	96032		AGPX	96058		AGPX	96082
AGPX	96009		AGPX	96033		AGPX	96059		AGPX	96084
AGPX	96010		AGPX	96034		AGPX	96060		AGPX	96085
AGPX	96011		AGPX	96035		AGPX	96061		AGPX	96086
AGPX	96012		AGPX	96037		AGPX	96063		AGPX	96087
AGPX	96013		AGPX	96038		AGPX	96064		AGPX	96088
AGPX	96014		AGPX	96039		AGPX	96065		AGPX	96089
AGPX	96015		AGPX	96040		AGPX	96066		AGPX	96090
AGPX	96016		AGPX	96042		AGPX	96067		AGPX	96092
AGPX	96017		AGPX	96043		AGPX	96068		AGPX	96093
AGPX	96018		AGPX	96044		AGPX	96070		AGPX	96094
AGPX	96019		AGPX	96045		AGPX	96071		AGPX	96095
AGPX	96020		AGPX	96046		AGPX	96072		AGPX	96096
AGPX	96021		AGPX	96047		AGPX	96073		AGPX	96097
AGPX	96022		AGPX	96048		AGPX	96074		AGPX	96098
AGPX	96023		AGPX	96049					AGPX	96099
AGPX	96024									

LEASE: Master Lease Agreement dated June 29, 2011, and Rider No. 1 to Master Lease Agreement dated June 29, 2011 between The Huntington National Bank, as Lessor, and AG Processing Inc A Cooperative, as Lessee, (the "Lease"). Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated July 29, 2011, by and between The David J. Joseph Company and The Huntington National Bank.