

July 3, 2014

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 June 25, 2014 between the following parties:

Assignee: BB&T Equipment Finance Corporation
600 Washington Avenue, Suite 201
Towson, MD 21204

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

Please see Schedule 1, attached hereto, for the equipment, (38) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated June 25, 2014 related thirty-eight (38) railcars bearing reporting marks: JTSX16062-16109, sporadic.

Please file this as a secondary document under Recordation Number 31193-A as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 31193. The filing fee in the amount of \$44.00 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 June 25, 2014 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation (“Assignor”) and **BB&T EQUIPMENT FINANCE CORPORATION**, a North Carolina corporation (“Assignee”).

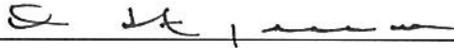
WITNESSETH:

1. Assignor has sold, assigned and transferred to Assignee that certain lease agreement dated February 25, 2014 by and between The David J. Joseph Company and SSAB Enterprises, LLC and Amendment No. 1 dated March 13, 2014 (the “Lease”) for thirty eight (38) railcars bearing the railroad reporting markings set forth on Schedule I (the “Railcars”) pursuant to that certain Purchase and Sale Agreement dated as of June 25, 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 Retained Obligations expressly retained by Assignor under the terms of the Agreement), in and to the Lease and the Railcars.

[SIGNATURE PAGE TO FOLLOW]

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 June 25, 2014.

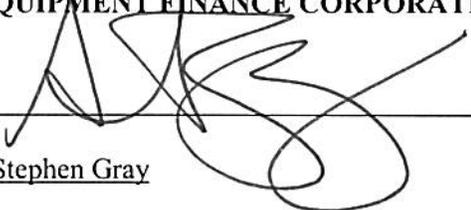
THE DAVID J. JOSEPH COMPANY

By:  _____

Name: David Steigerwald _____

Title: EVP & CFO _____

BB&T EQUIPMENT FINANCE CORPORATION

By:  _____

Name: Stephen Gray

Title: Senior Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 26th day of June, 2014, 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, David Steigerwald, to me personally known, who stated and acknowledged that he is the EVP & CFO 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 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 June, 2014.

Julie M Woodard
(Notary Signature)



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

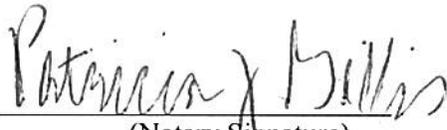
STATE OF MARYLAND)

) SS:

COUNTY OF BALTIMORE)

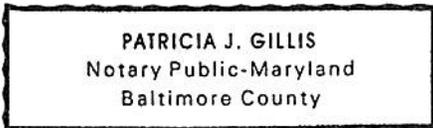
On this 27th day of June, 2014, before me the subscriber, Patricia J. Gillis, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Stephen Gray, to me personally known, who stated and acknowledged that he is the Senior Vice President of BB&T Equipment Finance Corporation, a North Carolina 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 27th day of June, 2014.


(Notary Signature)

My commission expires:

12/4/16



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

CARS:

Thirty-eight (38) bulkhead flatcars bearing reporting marks:

JTSX016062
JTSX016063
JTSX016064
JTSX016065
JTSX016066
JTSX016068
JTSX016069
JTSX016071
JTSX016072
JTSX016074
JTSX016075
JTSX016076
JTSX016078
JTSX016080
JTSX016081
JTSX016083
JTSX016084
JTSX016086
JTSX016087
JTSX016088
JTSX016089
JTSX016093
JTSX016094
JTSX016095
JTSX016096
JTSX016097
JTSX016098
JTSX016099
JTSX016100
JTSX016101
JTSX016102
JTSX016103
JTSX016104
JTSX016105
JTSX016106
JTSX016107
JTSX016108
JTSX016109

LEASE:

Railroad Equipment Lease between The David J. Joseph Company and SSAB Enterprises, LLC dated February 25, 2014 with Amendment No. 1 dated March 13, 2014.