



August 3, 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 July 15, 2016 between the following parties:

Assignor: Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, OH 45263

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

Please see Schedule 1, attached hereto, for the equipment, (73) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated July 15, 2016 related to seventy-three (73) railcars bearing reporting marks: JTSX2463 - 810196, sporadic.

Please file this as a secondary document under Recordation Number 27809-G as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27809-27809-F. 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,

A handwritten signature in cursive script that reads 'Lindsay Ross'.

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 July 15, 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 January 15, 2009, between The David J. Joseph Company, as Lessor, and CF Industries, Inc., as Lessee, as subsequently amended by agreement dated July 31, 2012, (collectively, the "Lease"), for seventy-three (73) 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 September 13, 2012, 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 July 15, 2016.

THE FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: James A. Aert
Name: James A. Aert
Title: Vice President

THE DAVID J. JOSEPH COMPANY

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

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this ___ day of _____, 2016, 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 is the ___ 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 ___ day of _____, 2016.

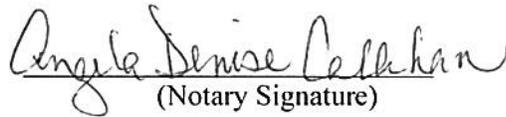
(Notary Signature)

My commission expires:

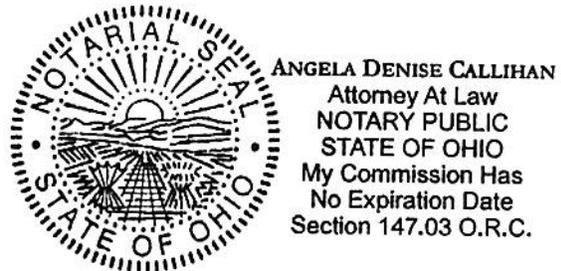
STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 15th day of July, 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 15th day of July, 2016.


(Notary Signature)

My commission has no expiration.



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

CARS:

Seventy-three (73), railcars bearing reporting marks:

JTSX	2463	JTSX	487519
JTSX	2464	JTSX	487525
JTSX	2465	JTSX	487526
JTSX	2466	JTSX	487530
JTSX	2467	JTSX	487536
JTSX	2468	JTSX	487541
JTSX	2469	JTSX	487543
JTSX	2470	JTSX	487544
JTSX	2471	JTSX	487611
JTSX	53014	JTSX	487639
JTSX	63610	JTSX	487920
JTSX	65256	JTSX	487958
JTSX	190758	JTSX	487963
JTSX	487100	JTSX	488140
JTSX	487372	JTSX	488376
JTSX	487374	JTSX	488425
JTSX	487375	JTSX	488479
JTSX	487379	JTSX	488483
JTSX	487381	JTSX	488549
JTSX	487390	JTSX	488562
JTSX	487392	JTSX	488614
JTSX	487395	JTSX	488620
JTSX	487398	JTSX	488642
JTSX	487399	JTSX	488655
JTSX	487402	JTSX	488698
JTSX	487421	JTSX	488735
JTSX	487426	JTSX	489344
JTSX	487427	JTSX	489345
JTSX	487440	JTSX	489352
JTSX	487446	JTSX	489531
JTSX	487447	JTSX	490019
JTSX	487457	JTSX	490025

JTSX	487470	JTSX	490361
JTSX	487481	JTSX	810001
JTSX	487487	JTSX	810169
JTSX	487510	JTSX	810196
JTSX	487516		

LEASE: Dated January 15, 2009, as subsequently amended by agreement dated July 31, 2012, between The David J. Joseph Company and CF Industries, Inc..