

September 29, 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 September 21, 2016 between the following parties:

Assignee: Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45263

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

Please see Schedule 1, attached hereto, for the equipment, (25) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated September 21, 2016 related to twenty-five (25) railcars bearing reporting marks: DJTX200121-200145, inclusive.

Please file this as a secondary document under Recordation Number 32204-A as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 32204. The filing fee in the amount of \$45.00 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

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 September 21, 2016 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **FIFTH THIRD EQUIPMENT FINANCE COMPANY**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease dated April 21, 2016 and subsequent Amendment No. 1 dated July 27, 2016, between Assignor, as Lessor, and RLC Industries Co., for twenty-five (25) 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 September 21, 2016.

THE DAVID J. JOSEPH COMPANY

By: Kelly C Poellein
Name: Kelly C. Poellein
Title: VP Finance, Brokerage

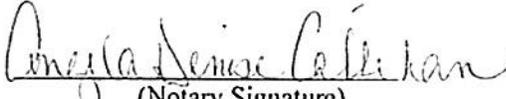
FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: Stephanie Wagner
Name: Stephanie Wagner
Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 21st day of September, 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 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 21st day of September, 2016.


(Notary Signature)

My commission has no expiration.

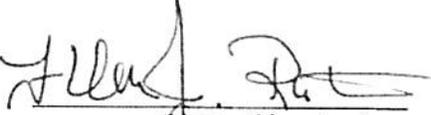


ANGELA DENISE CALLIHAN
Attorney At Law
NOTARY PUBLIC
STATE OF OHIO
My Commission Has
No Expiration Date
Section 147.03 O.R.C.

STATE OF)
) SS:
COUNTY OF)

On this 27th day of SEPTEMBER 2016, before me the subscriber, Ellen J. Ratney, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Stephanie Wagner to me personally known, who stated and acknowledged that he/she is the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY, a Ohio 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 27 day of September, 2016.


(Notary Signature)

My commission expires:



Ellen J. Ratney
Notary Public, State of Ohio
My Commission Expires 02-20-2019

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

CARS

Twenty-five (25) railcars currently bearing reporting marks:

DJTX200121
DJTX200122
DJTX200123
DJTX200124
DJTX200125
DJTX200126
DJTX200127
DJTX200128
DJTX200129
DJTX200130
DJTX200131
DJTX200132
DJTX200133
DJTX200134
DJTX200135
DJTX200136
DJTX200137
DJTX200138
DJTX200139
DJTX200140
DJTX200141
DJTX200142
DJTX200143
DJTX200144
DJTX200145

LEASE: Railroad Equipment Lease dated April 21, 2016 and subsequent Amendment No. 1 dated July 27, 2016 between The David J. Joseph Company and RLC Industries Co.