



January 14, 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 December 10, 2013 between the following parties:

Assignee: Rail Connection, Inc.  
737 Eleanor Industrial Park  
Eleanor, WV 25070

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

Please see Schedule 1, attached hereto, for the equipment, (15) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 10, 2013 related to fifteen (15) railcars bearing reporting marks: DJTX475381-DJTX475775, sporadic.

Please file this as a secondary document under Recordation Number 30253-C as it relates to the document previously filed with the Surface Transportation Board under Recordation Numbers 30253-30253B. 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 December 10, 2013 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation (“Assignor”) and **RAIL CONNECTION, INC.**, a West Virginia corporation (“Assignee”).

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease dated June 1, 2012 and subsequent amendments between The David J. Joseph Company and Reflective Recycling, Inc. for fifteen (15) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the Closing Date specified in the Purchase and Sale Agreement by and between Assignor and Assignee dated as of December 10, 2013 and shall be subject to the Lease Term, as defined in the Lease.

**THE 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 specified in the Purchase and Sale Agreement.

**THE DAVID J. JOSEPH COMPANY**

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance, Brokerage

**RAIL CONNECTION, INC.**

By: Warren K. Higginbotham

Name: Warren K. Higginbotham

Title: Vice President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 12<sup>th</sup> day of December, 2013, 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 he 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 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 12<sup>th</sup> day of December, 2013.

*Julie M Woodard*  
(Notary Signature)

My commission expires:  
9-24-17

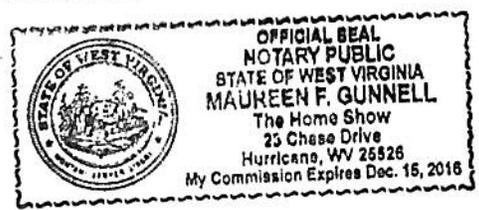


Julie M. Woodard  
Notary Public, State of Ohio  
My Commission Expires 09-24-2017

STATE OF WV )  
COUNTY OF Putnam ) SS:

On this 12<sup>th</sup> day of December, 2013, before me the subscriber, Maureen F. Gunnell, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren K. Higginbotham, to me personally known, who stated and acknowledged that he/she is the Vice-President of Rail Connection, Inc., a West Virginia 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 12<sup>th</sup> day of December, 2013.



Maureen F. Gunnell  
(Notary Signature)

My commission expires:  
12-15-2016

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

**CARS**

**DESCRIPTION OF CARS:**

Fifteen (15) 4750 c.f. covered hopper railcars bearing reporting marks:

DJTX475382  
DJTX475383  
DJTX475385  
DJTX475387  
DJTX475388  
DJTX475389  
DJTX475391  
DJTX475392  
DJTX475393  
DJTX475396  
DJTX475399  
DJTX475400  
DJTX 475651  
DJTX 475511  
DJTX 475775

**LEASE:** dated June 1, 2012 as subsequently amended by Amendment No. 1 dated June 24, 2013 and Amendment No. 2 dated September 17, 2013 between The David J. Joseph Company and Reflective Recycling, Inc.