



March 25, 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 March 5, 2015 between the following parties:

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

Assignor: First Financial Equipment Finance  
225 East 5th Street, Suite 800  
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 March 5, 2015 related to fifteen (15) railcars bearing reporting marks: ZVBX14022-ZVBX460068, sporadic.

Please file this as a secondary document under Recordation Number 27820-H as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 27820-27820G. 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 Gordin  
Staff Assistant

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of March 5, 2015, by and between FIRST FINANCIAL EQUIPMENT FINANCE, LLC, an Ohio limited liability company ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease dated February 11, 2009, as subsequently amended, with Ferrous Processing and Trading, as Lessee (the "Lease"), for fifteen (15) railcars bearing the railroad reporting markings set forth on Schedule 1. Such Lease was assigned by Assignee to Assignor pursuant to that certain Purchase and Sale Agreement dated March 5, 2015 by and between Assignee, as Seller and Assignor, as Buyer.

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 set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE.

**FIRST FINANCIAL EQUIPMENT FINANCE, LLC**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**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 5<sup>th</sup> day of March, 2015 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 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 5<sup>th</sup> day of March, 2015.

  
(Notary Signature)



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

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

On this 10<sup>th</sup> day of March, 2015, before me the subscriber, Jenni Southerland, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Steven Licardi, to me personally known, who stated and acknowledged that he/she is the Vice President of FIRST FINANCIAL EQUIPMENT FINANCE, LLC, An Ohio limited liability 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 10<sup>th</sup> day of March, 2015.



[Handwritten Signature]  
(Notary Signature)

**JERRI SOUTHERLAND**  
Notary Public, State of Ohio  
My Commission Expires Oct. 28, 2016

My commission expires:  
Oct 28 2016

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

**CARS:**

Fifteen (15) gondola railcars bearing reporting marks and numbers as follows:

ZVBX	14022
ZVBX	14146
ZVBX	14150
ZVBX	14168
ZVBX	14175
ZVBX	14184
ZVBX	460006
ZVBX	460008
ZVBX	460009
ZVBX	460012
ZVBX	460022
ZVBX	460032
ZVBX	460033
ZVBX	460038
ZVBX	460068

**LEASE:** Railroad Equipment Lease dated February 11, 2009 with Ferrous Processing and Trading Co., as subsequently amended.