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410-296-2225

February 27, 2014

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efileing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of February 27, 2014. The primary document to which this is connected is recorded under Recordation Number 24771. We request that this document be recorded under Recordation Number 24771-J.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

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

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 34 railcars numbered UCSX 2003, 2006, 2008, 2009, 2016, 2021, 2023, 2029, 2053, 2055, 2056, 2058, 2061, 2062, 2063, 2067, 2069, 2070, 2072, 2073, 2077, 2078, 2080, 2081, 2083, 2084, 2088, 2089, 2090, 2091, 2092, 2097, 2098, and 2099.

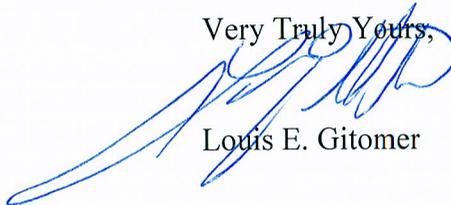
Ms. Cynthia T. Brown
February 27, 2014
Page 2

A fee of \$44.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, and The David J. Joseph Company, 300 Pike Street, Cincinnati, OH 45202, covering 34 railcars numbered UCSX 2003, 2006, 2008, 2009, 2016, 2021, 2023, 2029, 2053, 2055, 2056, 2058, 2061, 2062, 2063, 2067, 2069, 2070, 2072, 2073, 2077, 2078, 2080, 2081, 2083, 2084, 2088, 2089, 2090, 2091, 2092, 2097, 2098, and 2099.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement (“Memorandum of Assignment Agreement”) made and entered into as of February 27th, 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:

Assignor has sold, assigned and transferred to Assignee that certain lease agreement dated December 19, 2003 by and between The David J. Joseph Company and International Paper Company, Amendment No. 1 dated January 12, 2009 and Amendment No. 2 dated January 16, 2014 (the “Lease”) for thirty four (34) railcars bearing the railroad reporting markings set forth on Schedule I (the “Railcars”) pursuant to that certain Purchase and Sale Agreement dated as of February 27, 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 February 25, 2014.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

BB&T EQUIPMENT FINANCE CORPORATION

By: _____

Name: Stephen Gray

Title: Senior Vice President

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 February ____, 2014.

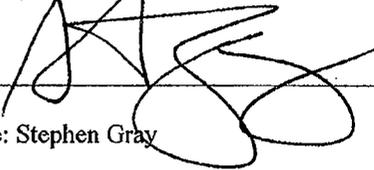
THE DAVID J. JOSEPH COMPANY

By: _____

Name: _____

Title: _____

BB&T EQUIPMENT FINANCE CORPORATION

By:  _____

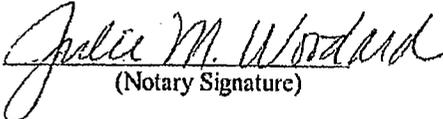
Name: Stephen Gray

Title: Senior Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 25th day of February, 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 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 25th day of February 2014.


(Notary Signature)

My commission expires:



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

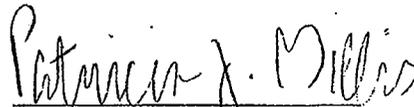
STATE OF MARYLAND)

) SS:

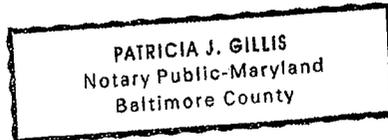
COUNTY OF BALTIMORE)

On this 25th day of February, 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 25th day of February, 2014.


(Notary Signature)

My commission expires:



December 4, 2016

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

CARS:

Thirty four (34), railcars bearing reporting marks as follows:

UCSX 2003
UCSX 2006
UCSX 2008
UCSX 2009
UCSX 2016
UCSX 2021
UCSX 2023
UCSX 2029
UCSX 2053
UCSX 2055
UCSX 2056
UCSX 2058
UCSX 2061
UCSX 2062
UCSX 2063
UCSX 2067
UCSX 2069
UCSX 2070
UCSX 2072
UCSX 2073
UCSX 2077
UCSX 2078
UCSX 2080
UCSX 2081
UCSX 2083
UCSX 2084
UCSX 2088
UCSX 2089
UCSX 2090
UCSX 2091
UCSX 2092
UCSX 2097
UCSX 2098
UCSX 2099

LEASE:

Railroad Equipment Lease between The David J. Joseph Company and International Paper Company dated December 19, 2003 with Amendment No. 1 dated January 12, 2009 and Amendment No. 2 dated January 16, 2014.