



December 4, 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 July 2, 2014 between the following parties:

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

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

Please see Schedule 1, attached hereto, for the equipment, (20) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated July 2, 2014 related to twenty (20) railcars bearing reporting marks: DJTX79035-DJTX79054, inclusive.

Please file this as a secondary document under Recordation Number 29828-E as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 29828-29828-D. 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 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 2, 2014, by and between **FIFTH THIRD BANK**, 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 June 17, 2011, between The David J. Joseph Company, as Lessor, and Mid-State Recycling Company, as Lessee (the "Lease"), for twenty (20) 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 August 25, 2011, by and between The David J. Joseph Company ("Seller") and Fifth Third Bank.
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 2, 2014.

FIFTH THIRD BANK

By: *Randy Willoughby AVP*

Name: Randy Willoughby

Title: AVP

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 _____, 2014, 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 Bank, an Ohio 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 __ day of _____, 2014.

(Notary Signature)

My commission expires:

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 8th day of July, 2014 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 ^{8th}~~26th~~ day of July, 2014.

Angela Denise Callihan
(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.

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

CARS:

Twenty (20) railcars bearing reporting marks as follows:

DJTX079035
DJTX079036
DJTX079037
DJTX079038
DJTX079039
DJTX079040
DJTX079041
DJTX079042
DJTX079043
DJTX079044
DJTX079045
DJTX079046
DJTX079047
DJTX079048
DJTX079049
DJTX079050
DJTX079051
DJTX079052
DJTX079053
DJTX079054

LEASE:

Railroad Equipment Lease dated June 17, 2011, between The David J. Joseph Company, as Lessor, and Mid-State Recycling Company, as Lessee, (the "Lease"). Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated August 25, 2011, by and between The David J. Joseph Company and Fifth Third Bank.