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July 2, 2015

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Assignment and Assumption Agreement, dated as of June 24, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Rider No. 1 to Master Lease Agreement previously filed with the Board under Recordation Number 30232.

The names and addresses of the parties to the enclosed document are:

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

Assignee: The Huntington National Bank
105 East 4th Street
Cincinnati, OH 43537

A description of the equipment covered by the enclosed document is:

43 railcars within the series DJTX 542001 – DJTX 542047 as more particularly set forth on the attachment to the document, not including four CASUALTIES: DJTX 542002, DJTX 542005, DJTX 542026, and DJTX 542029.

Section Chief
July 2, 2015
Page 2

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement (“Memorandum of Assignment Agreement”) made and entered into as of June 24, 2015 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation (“Assignor”) and **THE HUNTINGTON NATIONAL BANK** (“Assignee”).

WITNESSETH:

1. Assignor has sold, assigned, and transferred to Assignee Rider No. 1 dated February 8, 2012, that certain Master Lease Agreement (as it pertains to the railcars) dated February 8, 2012, and Amendment No. 1 and Amendment No. 2 to Rider No. 1, between Assignor, as Lessor, and Monsanto Company, as Lessee, for forty-three (43) railcars bearing the railroad reporting markings set forth on Schedule I (the “Lease”) pursuant to that Purchase and Sale Agreement dated as of June 24, 2015 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 expressly retained by the Assignor under the terms of the Agreement), in, to and under the Lease and the railcars.

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 Purchase and Sale Agreement by and between Assignor and Assignee dated as of June 24, 2015.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

THE HUNTINGTON NATIONAL BANK

By: _____

Name: _____

Title: _____

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 June __, 2015.

THE DAVID J. JOSEPH COMPANY

By: _____

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

THE HUNTINGTON NATIONAL BANK

By: Stephanie McDole

Name: Stephanie McDole

Title: Staff officer

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 24th day of June, 2015, 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 24th day of June, 2015.

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.

STATE OF Ohio)
) SS:
COUNTY OF Hamilton)

On this ___ day of June, 2015, before me the subscriber, Jessica Bendel a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Stephanie McDole to me personally known, who stated and acknowledged that he/she is the Staff Officer of The Huntington National Bank 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 24th day of June 2015.

Jessica Bendel
(Notary Signature)

My commission expires:



Jessica F. Bendel, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

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

CARS

Forty-three (43) railcars bearing reporting marks:

DJTX542001
DJTX542003
DJTX542004
DJTX542006
DJTX542007
DJTX542008
DJTX542009
DJTX542010
DJTX542011
DJTX542012
DJTX542013
DJTX542014
DJTX542015
DJTX542016
DJTX542017
DJTX542018
DJTX542019
DJTX542020
DJTX542021
DJTX542022
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DJTX542040
DJTX542041
DJTX542042
DJTX542043
DJTX542044
DJTX542045
DJTX542046
DJTX542047

LEASE: Rider No. 1 dated February 8, 2012, as subsequently amended by agreement, and Master Lease Agreement dated February 8, 2012 (as it pertains to the Railcars) between The David J. Joseph Company and Monsanto Company.

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: July 2, 2015



Claire E. Murphy