



February 20, 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 January 22, 2015 between the following parties:

Assignor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

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

Please see Schedule 1, attached hereto, for the equipment, (38) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated January 22, 2015 related to thirty-eight (38) railcars bearing reporting marks: WRRC200-254, sporadic.

Please file this as a secondary document under Recordation Number 18672-M as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18672 thru 18672-L. 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 January 22, 2015, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a Minnesota corporation ("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 November 13, 1993, as subsequently amended by agreements dated November 30, 2000 and March 25, 2008, with Cemex, Inc., as Lessee (collectively, the "Lease"), for thirty-eight (38) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by Assignee to Assignor pursuant to that certain Purchase and Sale Agreement dated March 27, 2008, 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 dated as of January 22, 2015.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: A. Valen

Name: Ananna Valera-Nelson

Title: VP Loan Administrator

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance - Brokerage

STATE OF MINNESOTA)
) SS:
COUNTY OF Hennepi)

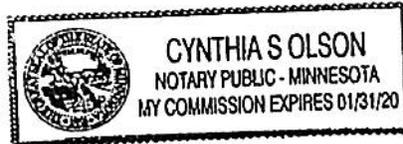
On this 11 day of February, 2015, before me the subscriber, _____, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Arianna Valera-Nelson, to me personally known, who stated and acknowledged that he/she is the VP Lean Admin Manager of Wells Fargo Equipment Finance, Inc., a Minnesota 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 11 day of February, 2015.

Cynthia S. Olson
(Notary Signature)

My commission expires:

January 31, 2020



STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 22nd day of January, 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 22nd day of January, 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.

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

CARS:

Thirty-eight (38) railcars bearing reporting marks:

WRRC 200-202
WRRC 204-205
WRRC 207-208
WRRC 210-212
WRRC 214
WRRC 217
WRRC 221
WRRC 223-224
WRRC 226-230
WRRC 233
WRRC 235-243
WRRC 245-248
WRRC 250-251
WRRC 253-254

LEASE: Railroad Equipment Lease dated November 15, 1993, as subsequently amended by agreement.