

RECORDATION NO 24771-H FILED
January 03, 2014 10:45 AM
SURFACE TRANSPORTATION BOARD



January 3, 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 November 5, 2013 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, (34) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated November 5, 2013 related to thirty-four (34) railcars bearing reporting marks: UCSX2003-USCX2099, sporadic.

Please file this as a secondary document under Recordation Number 24771-G as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24771-24771-F. The filing fee in the amount of \$44.00 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 November 5, 2013, by and between **FIFTH THIRD EQUIPMENT FINANCE COMPANY**, 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 December 19, 2003, as subsequently amended by agreement dated January 12, 2009, between The David J. Joseph Company, as Lessor, and International Paper Company, as Lessee (the "Lease"), for thirty-four (34) 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 January 23, 2009, by and between The David J. Joseph Company ("Seller") and Fifth Third Leasing Company.
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 November 5, 2013.

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: *Nandy Willoughby*
Name: *NANDY 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 8th day of November, 2013, before me the subscriber, Peggy Jo Bode, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Randy Willoughby, to me personally known, who stated and acknowledged that he is the AVP of Fifth Third Equipment Finance Company, 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 8th day of November, 2013.

Peggy Jo Bode
(Notary Signature)

My commission expires:

3/7/2014



PEGGY JO BODE
Notary Public, State of Ohio
My Commission Expires
March 7, 2014

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 5th day of November, 2013 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 5th day of November, 2013.

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-four (34), railcars bearing reporting marks:

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, 2099

LEASE:

Railroad Equipment Lease dated December 19, 2003, as subsequently amended by agreement dated January 12, 2009, between The David J. Joseph Company, as Lessor, and International Paper Company, as Lessee, (the "Lease"). Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated January 23, 2009, by and between The David J. Joseph Company and Fifth Third Leasing Company.