



June 18, 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 May 7, 2014 between the following parties:

Assignee: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070

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

Please see Schedule 1, attached hereto, for the equipment, (191) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated May 7, 2014 related to one hundred ninety-one (191) railcars bearing reporting marks: JTSX50253-900626, sporadic.

Please file this as a secondary document under Recordation Number 27912-I as it relates to the document previously filed with the Surface Transportation Board under Recordation Numbers 27912-27912-H. 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

4E

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement (“Memorandum of Assignment Agreement”) made and entered into as of May 7, 2014 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation (“Assignor”) and **RAIL CONNECTION, INC.**, a West Virginia corporation (“Assignee”).

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease between The David J. Joseph Company and Globe Metallurgical, Inc. for one hundred ninety-one (191) railcars bearing the railroad reporting markings set forth on Schedule I. Assignor has also agreed to assign to Assignee that certain Schedule No. 004, as amended, and as subject to that certain Railroad Master Equipment Lease between The David J. Joseph Company and CSX Transportation, Inc. for fifty-four (54) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the Closing Date specified in the Purchase and Sale Agreement by and between Assignor and Assignee dated as of May 7, 2014 and shall be subject to the Lease Term, as defined in the Lease.

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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 the Purchase and Sale Agreement.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

RAIL CONNECTION, INC.

By: William K. McConnochie

Name: WALTERS K McCONNOCHIE

Title: V.P.

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 the Purchase and Sale Agreement.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

RAIL CONNECTION, INC.

By: _____

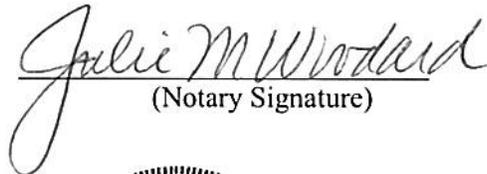
Name: _____

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 7th day of May, 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 7th day of May, 2014.


(Notary Signature)



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

STATE OF WV)
COUNTY OF Putnam) SS:

On this 12 day of May, 2014, before me the subscriber, Maureen F. Gunnell
a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared
in person the within named Warren K. Higginbotham; to me personally known, who stated and
acknowledged that he/she is the V-P of Rail Connection, Inc., a West Virginia 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 12 day of May
_____, 2014.



Maureen F. Gunnell
(Notary Signature)

My commission expires:
12-15-2016

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

CARS

One hundred ninety-one (191) railcars bearing reporting marks:

JTSX 50253	JTSX 51213	JTSX 900509	JTSX 900578
JTSX 50287	JTSX 51217	JTSX 900516	JTSX 900579
JTSX 50291	JTSX 51220	JTSX 900520	JTSX 900580
JTSX 50295	JTSX 51223	JTSX 900521	JTSX 900581
JTSX 50313	JTSX 51224	JTSX 900523	JTSX 900582
JTSX 50319	JTSX 51225	JTSX 900524	JTSX 900584
JTSX 50326	JTSX 51227	JTSX 900531	JTSX 900585
JTSX 50333	JTSX 51232	JTSX 900532	JTSX 900586
JTSX 50487	JTSX 97030	JTSX 900533	JTSX 900587
JTSX 50488	JTSX 97066	JTSX 900534	JTSX 900588
JTSX 50489	JTSX 97070	JTSX 900535	JTSX 900591
JTSX 50501	JTSX 97073	JTSX 900537	JTSX 900592
JTSX 50502	JTSX 97138	JTSX 900538	JTSX 900593
JTSX 50503	JTSX 97146	JTSX 900539	JTSX 900594
JTSX 50504	JTSX 97194	JTSX 900540	JTSX 900595
JTSX 50891	JTSX 97216	JTSX 900541	JTSX 900597
JTSX 51029	JTSX 97226	JTSX 900542	JTSX 900598
JTSX 51078	JTSX 97242	JTSX 900543	JTSX 900599
JTSX 51126	JTSX 97243	JTSX 900544	JTSX 900600
JTSX 51127	JTSX 97244	JTSX 900545	JTSX 900601
JTSX 51129	JTSX 900439	JTSX 900546	JTSX 900602
JTSX 51132	JTSX 900444	JTSX 900547	JTSX 900603
JTSX 51133	JTSX 900445	JTSX 900548	JTSX 900604
JTSX 51136	JTSX 900446	JTSX 900550	JTSX 900605
JTSX 51141	JTSX 900450	JTSX 900551	JTSX 900606
JTSX 51143	JTSX 900455	JTSX 900552	JTSX 900607
JTSX 51147	JTSX 900458	JTSX 900553	JTSX 900608
JTSX 51153	JTSX 900459	JTSX 900554	JTSX 900609
JTSX 51154	JTSX 900460	JTSX 900555	JTSX 900610
JTSX 51158	JTSX 900462	JTSX 900556	JTSX 900611
JTSX 51161	JTSX 900465	JTSX 900557	JTSX 900612
JTSX 51164	JTSX 900467	JTSX 900558	JTSX 900613
JTSX 51167	JTSX 900471	JTSX 900559	JTSX 900614
JTSX 51169	JTSX 900474	JTSX 900560	JTSX 900615
JTSX 51171	JTSX 900475	JTSX 900561	JTSX 900616
JTSX 51176	JTSX 900476	JTSX 900562	JTSX 900617
JTSX 51178	JTSX 900477	JTSX 900563	JTSX 900618
JTSX 51182	JTSX 900479	JTSX 900564	JTSX 900619
JTSX 51188	JTSX 900486	JTSX 900565	JTSX 900620
JTSX 51191	JTSX 900490	JTSX 900566	JTSX 900621
JTSX 51193	JTSX 900493	JTSX 900567	JTSX 900622
JTSX 51199	JTSX 900494	JTSX 900568	JTSX 900623
JTSX 51201	JTSX 900495	JTSX 900569	JTSX 900624
JTSX 51203	JTSX 900496	JTSX 900570	JTSX 900625
JTSX 51204	JTSX 900497	JTSX 900571	JTSX 900626
JTSX 51207	JTSX 900500	JTSX 900572	
JTSX 51211	JTSX 900502	JTSX 900573	
	JTSX 900506	JTSX 900574	
	JTSX 900507	JTSX 900575	
	JTSX 900508		

LEASE: Dated June 18, 2008, as subsequently amended by Amendment No. 1 dated June 4, 2010 between The David J. Joseph Company and Globe Metallurgical, Inc.

And

Fifty-four (54) railcars bearing reporting marks:

DJTX 315109	DJTX 315271	DJTX 315302
DJTX 315111	DJTX 315275	DJTX 315303
DJTX 315113	DJTX 315276	DJTX 315304
DJTX 315116	DJTX 315279	DJTX 315305
DJTX 315119	DJTX 315280	DJTX 315306
DJTX 315120	DJTX 315283	DJTX 315309
DJTX 315124	DJTX 315284	DJTX 315312
DJTX 315125	DJTX 315285	DJTX 315314
DJTX 315153	DJTX 315286	DJTX 315315
DJTX 315251	DJTX 315288	DJTX 315319
DJTX 315254	DJTX 315289	DJTX 315320
DJTX 315256	DJTX 315290	DJTX 315321
DJTX 315257	DJTX 315292	DJTX 315325
DJTX 315258	DJTX 315295	DJTX 315328
DJTX 315262	DJTX 315297	DJTX 315330
DJTX 315263	DJTX 315299	DJTX 315331
DJTX 315264	DJTX 315300	DJTX 315332
DJTX 315267	DJTX 315301	DJTX 315334

LEASE: Schedule No. 004 dated as of January 29, 2014 as made part of the Railroad Master Equipment Lease dated December 29, 2006, between The David J. Joseph Company and CSX Transportation, Inc.