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SURFACE TRANSPORTATION BOARD



April 7, 2009

Ms. Anne K. Quinlan, Esq.  
Surface Transportation Board  
Office of Proceedings  
395 E Street, SW  
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated March 24, 2009 between the following parties:

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

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

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 March 24, 2009 related to twenty (20) railcars bearing reporting marks: ZVBX 14014 – 14184, sporadic and ZVBX 460006 - 460068, sporadic.

Please file this as a secondary document under Recordation Number 27820-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 27820. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard  
Documentation Coordinator

Enclosures

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of March 24, 2009 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated February 11, 2009 for twenty (20) railcars bearing the railroad reporting markings set forth on Schedule L.
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 specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of March 24, 2009.

**THE DAVID J. JOSEPH COMPANY**

By: Kelly C Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: Peter J. Neas

Name: Peter J. Neas

Title: Sr. Contract Admin

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 24<sup>th</sup> day of March, 2009, before me the subscriber, Angela Denise Watts, 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 24<sup>th</sup> day of March, 2009.

  
(Notary Signature)

My commission has no expiration.

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF MINNESOTA )  
 ) SS:  
COUNTY OF HENNEPIN )

On this 27 day of MARCH, 2009, before me the subscriber, Michelle E. Larson a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Peter J. Naas, to me personally known, who stated and acknowledged that he/she is the Sr. Contract Admin 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/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 27 day of MARCH, 2009.



Michelle E. Larson  
(Notary Signature)

My commission expires:

11/31/2010

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

**CARS**

Twenty (20), railcars bearing reporting marks:

<b>NEW NUMBER</b>	
ZVBX	14014
ZVBX	14022
ZVBX	14064
ZVBX	14083
ZVBX	14135
ZVBX	14146
ZVBX	14150
ZVBX	14168
ZVBX	14170
ZVBX	14175
ZVBX	14184
ZVBX	460006
ZVBX	460008
ZVBX	460009
ZVBX	460012
ZVBX	460022
ZVBX	460032
ZVBX	460033
ZVBX	460038
ZVBX	460068

**LEASE:** Dated February 11, 2009 by and between The David J. Joseph Company and Ferrous Processing and Trading Co.