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SURFACE TRANSPORTATION BOARD



June 4, 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 May 26, 2009 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, (10) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated May 26, 2009 related to ten (10) railcars bearing reporting marks: DJTX 100 - 109, inclusive.

Please file this as a secondary document under Recordation Number 20441-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 20441 through 20441-C. 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

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**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 May 26, 2009, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a corporation organized under the laws of the State of Minnesota ("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 25, 1996, as subsequently amended by agreements dated November 28, 2001 and May 27, 2004, between The David J. Joseph Company, as Lessor, and General Mills Operations Incorporated, as Lessee (the "Lease"), for ten (10) 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 July 29, 2004, by and between The David J. Joseph Company ("Seller") and Wells Fargo Equipment Finance, Inc.

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 May 26, 2009.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: A. ValeraName: Arianna ValeraTitle: SA&L

THE DAVID J. JOSEPH COMPANY

By: Kelly C. PoelleinName: Kelly C. PoelleinTitle: Vice President Finance - Brokerage

STATE OF MINNESOTA)
) SS:
COUNTY OF Hennepin)

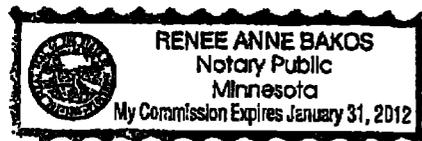
On this 29th day of May, 2009, before me the subscriber, Renee Anne Bakos, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Anna Valena, to me personally known, who stated and acknowledged that he/she is the Sr ASR of 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 ___ day of May, 2009.

Renee Anne Bakos
(Notary Signature)

My commission expires:

1/31/2012



STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 26th day of May, 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 26th day of May, 2009.

Angela Denise Watts
(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.

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS:

Ten (10) railcars bearing reporting marks:

DFTX 100-109, INCLUSIVE

LEASE:

Railroad Equipment Lease dated November 25, 1996, as subsequently amended by agreements dated November 28, 2001 and May 27, 2004 between The David J. Joseph Company, as Lessor, and General Mills Operations Incorporated., as Lessee (the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated July 29, 2004 .