

**OSTER**  
**Researching Services**

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August 3, 2004

Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

RECORDATION NO. 20441-A FILED

AUG 3 '04

1-52 PM

**SURFACE TRANSPORTATION BOARD**



Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment and Assumption Agreement dated 7/29/04 including the following parties and railroad equipment:

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

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

Equipment: 10, 70-ton Boxcars  
DJTX 100-109

Please record this agreement as a secondary document to STB Recordation #20441. The filing fee of \$30 is enclosed.

Summary: Memorandum of Assignment and Assumption Agreement dated 7/29/04 between David J. Joseph Co. as Assignor and Wells Fargo Equipment Finance, Inc. as Assignee including 10, Boxcars marked DJTX 100-109, a secondary document to STB Recordation #20441.

Sincerely,

A handwritten signature in cursive script that reads "Mary Ann Oster".

Mary Ann Oster  
Research Consultant

Enclosure

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of July 29, 2004 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 November 25, 1996, as subsequently amended by agreement dated February 4, 2002 and May 27, 2004, between Assignor, as Lessor, and General Mills Operations Incorporated), for ten (10) railcars bearing the railroad reporting markings set forth on Schedule 1.
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.

RECORDATION NO. \_\_\_\_\_ FILED

AUG 3 '04

**1-52 PM**

SURFACE TRANSPORTATION BOARD

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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 Purchase and Sale Agreement by and between Assignor and Assignee dated as of July 29, 2004.

**THE DAVID J. JOSEPH COMPANY**

By: Linda M. Baughman

Name: Linda M. Baughman

Title: Assistant Corporate Secretary

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: Patti H. DeYoung

Name: PATTI H. DEYOUNG

Title: Senior Contract Administrator

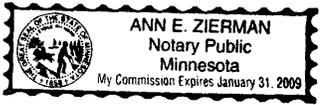
STATE OF Minnesota )  
COUNTY OF Hennepin ) SS:

On this 30<sup>th</sup> July, 2004, before me the subscriber, Ann Zierman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Patti H DeYoung to me personally known, who stated and acknowledged that he/she is the ~~Administrator~~ Senior Contract Administrator 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 30 day of ~~May~~ July, 2004.

Ann E Zierman  
(Notary Signature)

My commission expires:  
January 31, 2009



SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS

Ten (10), 1974 built, 70-ton cushioned bulkhead boxcars bearing reporting marks:

DJTX 100-109, inclusive.

**LEASE:** Dated November 25, 1996 between DJJ Transportation Services, Inc. (n/k/a The David J. Joseph Company) and General Mills Operations Incorporated as subsequently amended by agreement dated February 4, 2002 and May 27, 2004.