



The David J. Joseph Company



January 10, 2005

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

RECORDATION NO. 25339-A FILED

JAN 12 '05 2-41 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated December 15, 2004, between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 300
Minneapolis, MN 55402

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

Please see Schedule 1 attached hereto for the equipment, (77) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 15, 2004 related to seventy-seven (77) railcars bearing reporting marks: BNSF 664000 - 664076, inclusive.

Please file this as a secondary document under Recordation Number 25339-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25339. The filing fee for this document in the amount of \$32.00 is included on the enclosed check No. 567073. Please return a stamped original to my attention.

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

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

RECORDATION NO. 25339-A FILED

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

JAN 12 '05 2-41 PM

SURFACE TRANSPORTATION BOARD

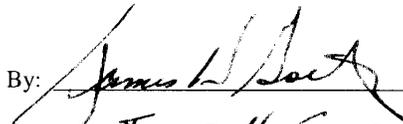
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 15, 2004 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").

WITNESSETH:

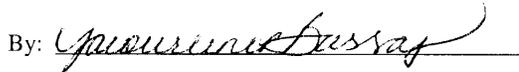
1. Assignor has agreed to assign to Assignee that certain lease agreement dated November 16, 2004 between Assignor, as Lessor, and The Burlington Northern and Santa Fe Railway Company for seventy-seven (77) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of 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 December 15, 2004.

THE DAVID J. JOSEPH COMPANY

By: 
 Name: JAMES H. GOETZ
 Title: EXEC VP + CFO

WELLS FARGO EQUIPMENT FINANCE, INC.

By: 
 Name: Jacqueline Barragan
 Title: AVP

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 15th day of December, 2004, 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 James A. Goetz, to me personally known, who
stated and acknowledged that he is the EVP + CFO 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 15th day of
December, 2004.

Angela Denise Watts
(Notary Signature)

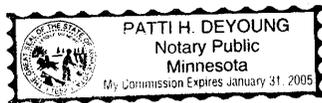
My commission expires:

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)
COUNTY OF Hennepin) SS:

On this 16th day of December, 2004, before me the subscriber, Patti H DeYoung, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Jacqueline P Barragan, to me personally known, who stated and acknowledged that he/she is the AVP of Wells Fargo Equipment Finance Inc, a MN 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 16th day of December, 2004.



Patti H DeYoung
(Notary Signature)

My commission expires:

1/31/2005

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

CARS

Seventy-seven (77) steel rapid discharge coal railcars currently bearing reporting marks:

BNSF	664000
BNSF	664001
BNSF	664002
BNSF	664003
BNSF	664004
BNSF	664005
BNSF	664006
BNSF	664007
BNSF	664008
BNSF	664009
BNSF	664010
BNSF	664011
BNSF	664012
BNSF	664013
BNSF	664014
BNSF	664015
BNSF	664016
BNSF	664017
BNSF	664018
BNSF	664019
BNSF	664020
BNSF	664021
BNSF	664022
BNSF	664023
BNSF	664024
BNSF	664025
BNSF	664026
BNSF	664027
BNSF	664028
BNSF	664029
BNSF	664030
BNSF	664031
BNSF	664032
BNSF	664033
BNSF	664034
BNSF	664035
BNSF	664036
BNSF	664037
BNSF	664038
BNSF	664039
BNSF	664040
BNSF	664041

BNSF	664042
BNSF	664043
BNSF	664044
BNSF	664045
BNSF	664046
BNSF	664047
BNSF	664048
BNSF	664049
BNSF	664050
BNSF	664051
BNSF	664052
BNSF	664053
BNSF	664054
BNSF	664055
BNSF	664056
BNSF	664057
BNSF	664058
BNSF	664059
BNSF	664060
BNSF	664061
BNSF	664062
BNSF	664063
BNSF	664064
BNSF	664065
BNSF	664066
BNSF	664067
BNSF	664068
BNSF	664069
BNSF	664070
BNSF	664071
BNSF	664072
BNSF	664073
BNSF	664074
BNSF	664075
BNSF	664076

LEASE: Dated November 16, 2004 between The David J. Joseph Company and The Burlington Northern and Santa Fe Railway Company.