



The David J. Joseph Company



November 7, 2005

RECORDATION NO. 25923-A FILED

NOV 8 0 '05

1-16 PM

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

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated October 26, 2005 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 October 26, 2005 related to seventy-seven (77) railcars bearing reporting marks: JTSX 46120-800531, sporadic and NAHX 46146-801296, sporadic.

Please file this as a secondary document under Recordation Number 25923-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25923. The filing fee for this document in the amount of \$33.00 is included on the enclosed check No. 575841. 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,

Julie M. Woodard
Documentation Coordinator

Enclosures

NOV 8 0 '05

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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 October 26, 2005 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 August 31, 2005, between Assignor, as Lessor, and Agrium U.S., Inc. 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.

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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.

THE DAVID J. JOSEPH COMPANY

By: _____

Name: _____

Title: _____

WELLS FARGO EQUIPMENT FINANCE, INC.

By: _____

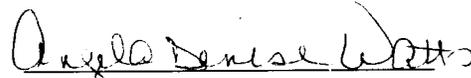
Name: _____

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 26th day of October, 2005, 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 H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & 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 26th day of October, 2005.


(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

ss.

COUNTY OF HENNEPIN

On this 27th day of October, 2005, before me, a Notary Public, duly commissioned, qualified and acting, within and for the said County and State, appeared Jacqueline P. Barragan, to me personally known, who stated and acknowledged that she is the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of the said corporation in her capacity as such authorized signer to execute and acknowledge 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

27th day of October, 2005.



Patti H. DeYoung
NOTARY PUBLIC

My Commission Expires: 1/31/2010

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

CARS

Seventy-seven (77), railcars bearing reporting marks:

JTSX046120
JTSX049120
JTSX049224
JTSX049310
JTSX049400
JTSX050321
JTSX050325
JTSX053711
JTSX053942
JTSX054361
JTSX055227
JTSX055361
JTSX055439
JTSX055523
JTSX480955
JTSX800531
NAHX046146
NAHX046148
NAHX046149
NAHX046152
NAHX046153
NAHX046154
NAHX049141
NAHX049153
NAHX049213
NAHX049234
NAHX049235
NAHX049253
NAHX049280
NAHX049303
NAHX049306
NAHX049371
NAHX049405
NAHX049465
NAHX049487
NAHX050306
NAHX050309
NAHX050403
NAHX050404
NAHX050409
NAHX050435
NAHX050452

NAHX052996
NAHX053610
NAHX053734
NAHX053809
NAHX053863
NAHX053886
NAHX053929
NAHX053931
NAHX053941
NAHX054107
NAHX054374
NAHX054616
NAHX054632
NAHX054686
NAHX055144
NAHX055149
NAHX055187
NAHX055189
NAHX055331
NAHX055373
NAHX055383
NAHX055387
NAHX055440
NAHX055674
NAHX055681
NAHX055686
NAHX055694
NAHX063341
NAHX065011
NAHX190525
NAHX190759
NAHX478915
NAHX488633
NAHX800520
NAHX801296

LEASE: Dated August 31, 2005 between The David J. Joseph Company and Agrium U.S., Inc.