



The David J. Joseph Company



July 5, 2006

RECORDATION NO. 26364-B FILED

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

JUL 11 '06

11-24 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated June 2, 2006, between the following parties:

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

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

Please see Schedule 1 attached hereto for the equipment, (110) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated June 2, 2006 related to one hundred ten (110) railcars bearing reporting marks: VAPX 7001-7110, inclusive.

Please file this as a secondary document under Recordation Number 26364-B as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 26364 through 26364-A.. The filing fee for this document in the amount of \$34.00 is included on the enclosed check No. 581109. 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

**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 June 2, 2006 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 May 9, 2006 between Assignor, as Lessor, and Virginia Electric and Power Company for one hundred ten (110) 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 June 2, 2006.

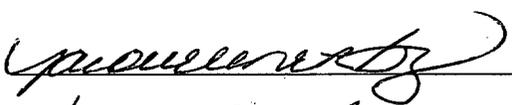
THE DAVID J. JOSEPH COMPANY

By: 

Name: Everett N. Martin

Title: Assistant Corporate Secretary

WELLS FARGO EQUIPMENT FINANCE, INC.

By: 

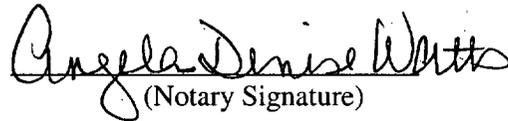
Name: Jacqueline Barragan

Title: AVP

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 2nd day of June, 2006, 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 Everett N. Martin, to me personally known, who stated and acknowledged that he is the Assistant Corporate Secretary 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 2nd day of June, 2006.


(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 7 day of June, 2006, before me the subscriber, Marka J. Kettle a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Jacqueline Barragan, to me personally known, who stated and acknowledged that he/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 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 7 day of June, 2006.

Marka J. Kettle
(Notary Signature)

My commission expires:



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

CARS

One hundred ten (110) railcars bearing reporting marks:

VAPX 7001-7110, inclusive.

LEASE: Dated May 9, 2006 by and between The David J. Joseph Company and Virginia Electric and Power Company, as subsequently amended by agreement dated May 24, 2006.