

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 26396-A FILED

JAN 30 '07 -3 30 PM

SURFACE TRANSPORTATION BOARD

January 30, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Assignment of Memorandum of Railroad Lease Agreement dated as of January 19, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement previously filed with the Board under Recordation Number 26396.

The name and address of the party to the enclosed document are:

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

[Assignee: General Electric Railcar Services Corporation  
161 N. Clark Street  
Chicago, IL 60601]

Mr. Vernon A. Williams  
January 30, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

50 railcars: FCEN 96500 – FCEN 96549.

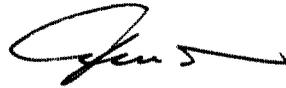
A short summary of the document to appear in the index is:

Assignment of Memorandum of Railroad Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

ASSIGNMENT OF  
MEMORANDUM OF RAILROAD LEASE AGREEMENT

JAN 30 '07

-3 3 0 PM

SURFACE TRANSPORTATION BOARD

**THIS ASSIGNMENT OF MEMORANDUM OF RAILROAD LEASE AGREEMENT** dated January 19, 2007, is made by General Electric Railcar Services Corporation, a Delaware corporation with an address at 161 North Clark Street, 7<sup>th</sup> Floor, Chicago, Illinois 60601 (the "Transferee"), and The David J. Joseph Company, a Delaware corporation (the "Transferor" and, together with the Transferee, the "Parties").

**KNOW BY ALL PERSONS BY THESE PRESENTS THAT:**

**WHEREAS**, the Transferor, as lessor, and Weyerhaeuser Company, (the "Lessee"), as lessee, previously entered into that certain Railroad Equipment Lease, dated June 1, 2006 (the "Lease") and leased the railcars identified in Schedule I attached hereto (the "Equipment"), between Transferor and Lessee as filed under that certain Memorandum of Railcar Lease Agreement Recordation No. 26396, Filed on June 15, 2006 at 4-43 PM pursuant to the Lease, Transferor.

**WHEREAS**, pursuant to a Purchase Agreement dated June 29, 2006 between the Parties (the "Purchase Agreement"), Transferor agreed to sell the Equipment to Transferee and pursuant to an Assignment and Assumption Agreement dated June 29, 2006 between the Parties (the "Assignment Agreement" and, together the "Agreements") to assign to Transferee the rights, title, interest and obligations of Transferor in, to and under the Agreements arising after June 29, 2006, and Transferee agreed to purchase the Equipment and agreed to such assignment.

**WHEREAS**, the Parties wish to show for the public record the existence of the aforesaid Agreements and the assignment of Railcar Lease Agreement Recordation No. 26396, Filed on June 15, 2006 at 4-43 PM, and the respective interests therein of the Parties.

**NOW, THEREFORE**, to accomplish the foregoing, the Parties are filing this Assignment of Memorandum of Railroad Lease Agreement with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Assignment of Memorandum of Railroad Lease Agreement and the Agreements, the provisions of the Agreements shall control.

This Memorandum may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

*[signature page follows]*

**IN WITNESS WHEREOF**, each of the undersigned has caused the Memorandum of Railroad Lease Agreement to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its members and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare that the foregoing is true and correct.

**THE DAVID J. JOSEPH COMPANY**

By: *James H. Goetz*

Name James H. Goetz

Title:  EVP + CFO

State of OHIO )

County of HAMILTON )

On this, the 22<sup>nd</sup> day of January, 2007, before me, a Notary Public in and for said County and State, personally appeared James H. Goetz, a EVP + CFO of The David J. Joseph Company, who acknowledged himself to be a duly authorized officer, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

*Angela Denise Watts*  
Name: Angela Denise Watts,  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in Butler County, OH

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

**Schedule 1**

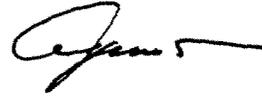
Fifty (50) railcars bearing the reporting marks:

FCEN 96500-96549, inclusive.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/30/07



\_\_\_\_\_  
Robert W. Alvord