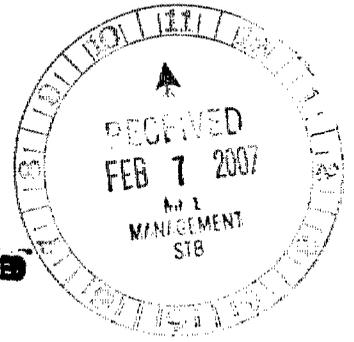


The David J. Joseph Company



February 5, 2007

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

RECORDATION NO. 26676-A FILED

FEB 07 '07 -2 55 PM

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated January 9, 2007, 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, (19) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated January 9, 2007 related to nineteen (19) railcars bearing reporting marks:  
JTSX 300230, 300237, 300243, 300250, 300271, 300274, 300278, 300283, 300287, 300291, 300293, 300296, 300299, 300302, 300309, 300320, 300327, 300331, 300333

Please file this as a secondary document under Recordation No. 26676-A as it relates to documents previously filed with the Surface Transportation Board under Recordation No. 26676. The filing fee for this document in the amount of \$34.00 is included on the enclosed check No. 586137. 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**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of January 9, 2007 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 6, 2006 for nineteen (19) 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.

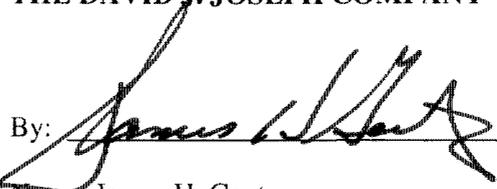
**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of January 9, 2007.

**THE DAVID J. JOSEPH COMPANY**

26676A  
RECORDATION NO. \_\_\_\_\_ FILED

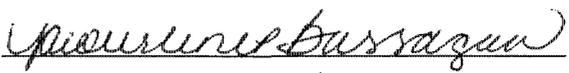
FEB 07 '07 -2 55 PM

**SURFACE TRANSPORTATION BOARD**

By:   
Name: James H. Goetz

Title: Executive Vice President & CFO

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: 

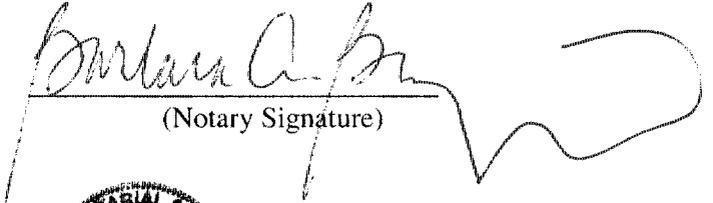
Name: Jacqueline Barragan

Title: AVP

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 9<sup>th</sup> day of January, 2007, before me the subscriber, Barbara A. Brzezicki, 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 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 9<sup>th</sup> day of January, 2007.

  
(Notary Signature)

My commission expires:

2-20-11

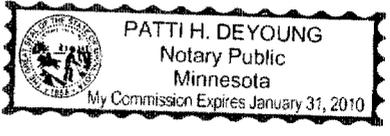


BARBARA A. BRZEICKI  
Notary Public, State of Ohio  
My Commission Expires 02-20-11

STATE OF Minnesota )  
COUNTY OF Hennepin ) SS:

On this 12<sup>th</sup> day of January 2007, 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 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 12<sup>th</sup> day of January, 2007.



Patti H. DeYoung  
(Notary Signature)

My commission expires:  
1/31/2010

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

**CARS**

Nineteen (19) railcars currently bearing reporting marks:

JTSX 300274

JTSX 300327

JTSX 300331

JTSX 300302

JTSX 300271

JTSX 300287

JTSX 300309

JTSX 300320

JTSX 300299

JTSX 300293

JTSX 300291

JTSX 300296

JTSX 300230

JTSX 300250

JTSX 300237

JTSX 300283

JTSX 300333

JTSX 300243

JTSX 300278

**LEASE:** Dated November 6, 2006 by and between The David J. Joseph Company and Marathon Petroleum Company LLC