

RECORDATION NO. 24033-D FILED

AUG 06 '07 -10 07 AM

SURFACE TRANSPORTATION BOARD



August 6, 2007

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W., Suite 715  
Washington, DC 20423-0006

Dear Mr. Williams:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated June 28, 2007 between the following parties:

Assignor: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue, Suite 700  
Minneapolis, MN 55402

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

Please see Schedule 1 attached hereto for the equipment, (94) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated June 28, 2007 related to ninety-four (94) railcars bearing reporting marks: JTSX 300106 -300114, inclusive and JTSX 300337 – 300431, sporadic.

Please file this as a secondary document under Recordation Number 24033-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 24033 through 24033-C. The filing fee in the amount of \$35.00 can be charged to our account.

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

Sincerely,

Julie Woodard  
Documentation Coordinator

Enclosures

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Rail Equipment Group

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

AUG 06 '07 -10 07 AM

**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 28, 2007, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a corporation organized under the laws of the State of Minnesota ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

**WITNESSETH:**

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement dated June 11, 2002, as subsequently amended by agreements dated November 22, 2002 and May 28, 2004, between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company), as Lessor, and Virginia Electric and Power Company, as Lessee (the "Lease"), for ninety-four (94) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated November 25, 2002, by and between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company) ("Seller") and Wells Fargo Equipment Finance, Inc..
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

**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 set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of June 28, 2007.

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: Brian Daly  
 Name: Brian Daly  
 Title: Sr. ASR

**THE DAVID J. JOSEPH COMPANY**

By: James H. Goetz  
 Name: James H. Goetz  
Executive VP & CFO  
 Title: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_ day of \_\_\_\_\_, 2007, before me the subscriber, \_\_\_\_\_, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named \_\_\_\_\_, to me personally known, who stated and acknowledged that he is the \_\_\_\_\_ of \_\_\_\_\_, a \_\_\_\_\_ 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 \_\_\_ day of \_\_\_\_\_, 2007.

\_\_\_\_\_  
(Notary Signature)

My commission expires:  
\_\_\_\_\_

STATE OF OHIO )  
 ) SS  
COUNTY OF HAMILTON )

On this 28<sup>th</sup> day of June, 2007 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 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 28<sup>th</sup> day of June, 2007.

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

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

**CARS:**

Ninety-four (94) railcars bearing reporting marks:

JTSX 300106-300114, inclusive

and

JTSX 300337, JTSX 300339, JTSX 300341-300443, JTSX 300345-300348, JTSX 300351,  
JTSX 300352, JTSX 300355, JTSX 300356, JTSX 300358-300393, JTSX 300395-300411, and  
JTSX 300413-300431.

**LEASE:** Railroad Equipment Lease dated June 11, 2002, as subsequently amended by agreement, between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company), as Lessor, and Virginia Electric and Power Company, as Lessee, (the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated November 25, 2002, by and between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company) and Wells Fargo Equipment Finance, Inc.