

NOV 19 '07

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SURFACE TRANSPORTATION BOARD



November 19, 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 October 24, 2007 between the following parties:

Assignor: Wells Fargo Equipment Finance, Inc.
733 Marquette Ave. 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, (18) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated October 24, 2007 related to eighteen (18) railcars bearing reporting marks: DJTX 5100 – 5117.

Please file this as a secondary document under Recordation Number 21507-E as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 21507 through 21507-D. 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,

THE DAVID J. JOSEPH COMPANY

Julie Woodard
Documentation Coordinator

Enclosures

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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 24, 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 May 15, 1998, between DJJ Transportation Services, Inc. (n/k/a The David J. Joseph Company), as Lessor, and Martin Marietta Materials, Inc., as subsequently amended, as Lessee (collectively, the "Lease"), for eighteen (18) 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 March 30, 2005, by and between 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 October 24, 2007.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: Brian Daly
Name: Brian Daly
Title: Account Services Supervisor

THE DAVID J. JOSEPH COMPANY

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

STATE OF MINNESOTA)
) SS:
COUNTY OF Hennepin)

On this 26 day of October, 2007, before me the subscriber, Nathan George Titus, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Brian Daly, to me personally known, who stated and acknowledged that he/she is the Account Services Supervisor 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 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 26 day of October, 2007.



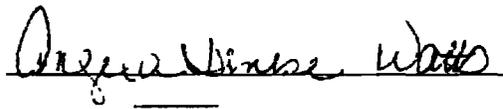
Nathan George Titus
(Notary Signature)

My commission expires:
Jan 31, 2011

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 24th day of October, 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 CVP+CED 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 24th day of October, 2007.


(Notary Signature)

My commission has no expiration.

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:

Eighteen (18) railcars bearing reporting marks:

DJTX 5100- 5117

LEASE: Railroad Equipment Lease dated May 15, 1998 between DJJ Transportation Services, Inc. (n/k/a The David J. Joseph Company), as Lessor, and Martin Marietta Materials, Inc., as subsequently amended, as Lessee (collectively, the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated March 30, 2005, by and between The David J. Joseph Company and Wells Fargo Equipment Finance, Inc.

EXHIBIT A

RAILCARS: Nineteen (19) railcars bearing reporting marks: DJTX 5100 - 5118