

JUL 15 '08

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SURFACE TRANSPORTATION BOARD



July 15, 2008

Ms. Anne K. Quinlan, Esq.
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated June 23, 2008 between the following parties:

Assignee: The David J. Joseph Company
(f/k/a DJJ Transportation Services, Inc.)
300 Pike Street
Cincinnati, OH 45202

Assignor: U.S. Bancorp Equipment Finance, Inc.
(f/k/a Star Bank, NA)
13010 SW 68th Parkway, Suite 100
Portland, OR 97223

Please see Schedule 1 attached hereto for the equipment, (25) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement effective June 30, 2008 related to twenty-five (25) railcars bearing reporting marks: TTJX 81985-82009, inclusive

Please file this as a secondary document under Recordation Number 20332-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 20332 through 20332-B. 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) 419-6082.

Sincerely,


Barbara A. Brzezicki
Contract Manager

Enclosures

Rail Equipment Group

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

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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 June 23, 2008, by and between U.S. BANCORP EQUIPMENT FINANCE, a corporation organized under the laws of the State of Oregon ("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 September 27, 1996, between The David J Joseph Company (f/k/a DJJ Transportation Services, Inc., as Lessor, and TTX Company, as Lessee (the "Lease"), for twenty-five (25) railcars bearing the railroad reporting markings set forth on Schedule I [Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated December 18, 1996, by and between The David J Joseph Company ("Seller") and U S Bancorp Equipment Finance (f/k/a Star Bank, N.A.)]

2. This Memorandum of Assignment Agreement shall be effective as of June 30, 2008

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 23, 2008

U.S. BANCORP EQUIPMENT FINANCE

By: _____

Name: Mark KetchumTitle: VP Equipment Mgr.

THE DAVID J. JOSEPH COMPANY

By: _____

Name: Kelly C. PoelleinTitle: Vice President Finance, Brokerage

STATE OF Oregon
COUNTY OF Washington SS

On this 9 day of July, 2008, before me the subscriber, Melissa Kaul a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Mark Ketchum, to me personally known, who stated and acknowledged that he/she is the Vice President of U.S. BANCORP EQUIPMENT FINANCE, INC., an Oregon 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 9 day of July, 2008.

Melissa Kaul
(Notary Signature)

My commission expires:

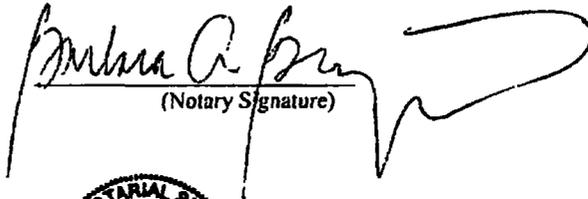
11/18/2011



STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 25th day of June, 2008 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 Kelly C. Poellein, to me personally known, who stated and acknowledged that he/she is the Vice President Finance, Brokerage 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/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 25th day of June, 2008


(Notary Signature)

My commission expires.

2-20-11



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

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

CARS:

Twenty-five (25), railcars bearing reporting marks as follows:

TTIX 81985 - 82009, inclusive

LEASE:

Railroad Equipment Lease dated September 27, 1996 between The David J. Joseph Company (f/k/a DJJ Transportation Services Inc., as Lessor, and TIX Company, as Lessee, (the "Lease") [Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated December 18, 1996, by and between The David J. Joseph Company and U.S. Bancorp Equipment Finance (f/k/a Star Bank, N A)].