

RECORDATION NO 27582-A FILED

SEP 22 2008

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SURFACE TRANSPORTATION BOARD



September 22, 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 September 3, 2008 between the following parties

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

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

Please see Schedule 1, attached hereto, for the equipment, (10) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated September 3, 2008 related to ten(10) railcars bearing reporting marks: JTSX 460021 – 460071, sporadic.

Please file this as a secondary document under Recordation Number 27582-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 27582. The filing fee in the amount of \$41.00 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,

A handwritten signature in cursive script that reads 'Julie Woodard'.

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

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**MEMORANDUM OF SURFACE TRANSPORTATION BOARD**  
**ASSIGNMENT AND ASSUMPTION AGREEMENT OF LEASE**

This Memorandum of Assignment and Assumption Agreement of Lease ("Memorandum of Assignment Agreement") made and entered into as of September 3, 2008 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").

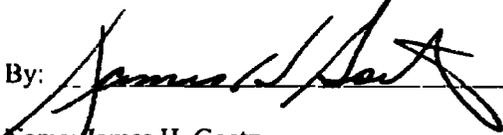
**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain Master Lease Agreement dated July 16, 2008, Lease Guaranty Agreement (as it pertains to Rider No. 1) dated July 18, 2008 and Rider No. 1 dated July 18, 2008, between Assignor, as Lessor, and American Metal Solutions, Inc. for ten (10) 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.

**THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK**

**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.

**THE DAVID J. JOSEPH COMPANY**

By: 

Name: James H. Goetz

Title: Executive Vice President & CFO

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: 

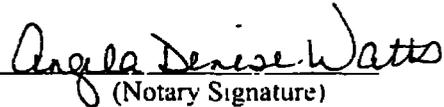
Name: Peter J. Hayes

Title: Sr. Contract Admin.

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 3<sup>rd</sup> day of September, 2008, 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 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 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 3<sup>rd</sup> day of September, 2008.

  
(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

STATE OF Minnesota )  
 ) SS:  
COUNTY OF Hennepin )

On this 10<sup>th</sup> day of September, 2008, before me the subscriber, Michael Alex Underwood, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Peter J. Naas, to me personally known, who stated and acknowledged that he/she is the Sr. Contract Administrator 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 \_\_\_ day of September, 2008.

Michael Alex Underwood  
(Notary Signature)

My commission expires:

1/31/13



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

**CARS**

Ten (10) railcars bearing reporting marks:

JTSX 460071  
JTSX 460045  
JTSX 460064  
JTSX 460025  
JTSX 460065  
JTSX 460043  
JTSX 460040  
JTSX 460034  
JTSX 460021  
JTSX 460048

**LEASE:** Master Lease Agreement dated July 16, 2008 and Rider No. 1 to Master Lease Agreement dated July 18, 2008 by and between The David J. Joseph Company and American Metal Solutions, Inc.