

OCT 20 08

2-40 PM

SURFACE TRANSPORTATION BOARD



October 20, 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 October 15, 2008 between the following parties:

Assignee. SC Rail Leasing America, Inc. d/b/a Southern Illinois Railcar Company  
1803 Ramada Blvd. Suite B201  
Collinsville, IL 62234

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

Please see Schedule 1, attached hereto, for the equipment, (100) railcars, involved in this transaction

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated October 15, 2008 related to one hundred (100) railcars bearing reporting marks JTSX 9808-485374, sporadic.

Please file this as a secondary document under Recordation Number 27573-A as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 27573. 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

OCT 20 2008

2-40 PM

**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 15, 2008 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **SC RAIL LEASING AMERICA, INC. D/B/A SOUTHERN ILLINOIS RAILCAR COMPANY**, a Delaware corporation ("Assignee").

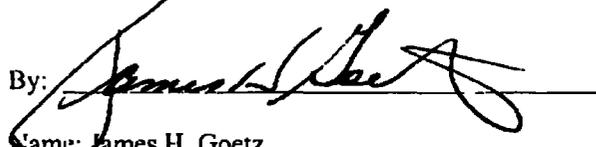
**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 24, 2008, between Assignor, as Lessor, and Bay State Milling Company, as Lessee, for one hundred (100) 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 dated as of October 15, 2008.

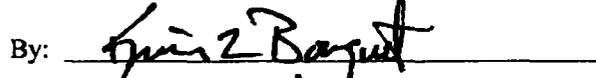
**THE DAVID J. JOSEPH COMPANY**

By: 

Name: James H. Goetz

Title: Executive Vice President & CFO

**SC RAIL LEASING AMERICA, INC. D/B/A  
SOUTHERN ILLINOIS RAILCAR COMPANY**

By: 

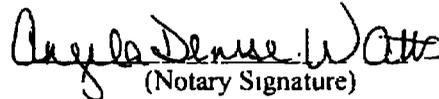
Name: Keith L. Bouquet

Title: President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 15<sup>th</sup> day of October, 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 15<sup>th</sup> day of October, 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 Illinois )  
 ) SS:  
COUNTY OF Madison )

On this 16<sup>th</sup> day of October, 2008, before me the subscriber, Jean Myers, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Keith L. Bouquet, to me personally known, who stated and acknowledged that he/she is the President of SC Rail Leasing, 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 16<sup>th</sup> day of October, 2008.

 Jean Myers  
(Notary Signature)

My commission expires:

10-17-09

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

**CARS**

One hundred (100) railcars bearing reporting marks:

JTSX 09808  
JTSX 09811  
JTSX 09818  
JTSX 09850  
JTSX 09853  
JTSX013507  
JTSX013508  
JTSX013513  
JTSX013514  
JTSX013516  
JTSX013518  
JTSX013527  
JTSX013529  
JTSX013531  
JTSX013532  
JTSX013533  
JTSX013538  
JTSX013540  
JTSX013542  
JTSX013546  
JTSX013548  
JTSX013549  
JTSX013561  
JTSX013564  
JTSX013565  
JTSX013567  
JTSX013568  
JTSX013569  
JTSX013570  
JTSX013571  
JTSX013574  
JTSX013575  
JTSX013577  
JTSX013580  
JTSX013581  
JTSX013585  
JTSX013586  
JTSX013592  
JTSX013594  
JTSX013598  
JTSX013599  
JTSX013603  
JTSX013607  
JTSX013610  
JTSX013613  
JTSX013614  
JTSX013615  
JTSX013618

JTSX013619  
JTSX013622  
JTSX013624  
JTSX013625  
JTSX013634  
JTSX013644  
JTSX013647  
JTSX013648  
JTSX013652  
JTSX013653  
JTSX013655  
JTSX013657  
JTSX013661  
JTSX013662  
JTSX013664  
JTSX013670  
JTSX013672  
JTSX013673  
JTSX013674  
JTSX013676  
JTSX013677  
JTSX013678  
JTSX013679  
JTSX013686  
JTSX013687  
JTSX013688  
JTSX013689  
JTSX013695  
JTSX013700  
JTSX013705  
JTSX013709  
JTSX013712  
JTSX013715  
JTSX013716  
JTSX013720  
JTSX013723  
JTSX013726  
JTSX013727  
JTSX013730  
JTSX013734  
JTSX013747  
JTSX013751  
JTSX013755  
JTSX040650  
JTSX040653  
JTSX040720  
JTSX063092  
JTSX063489  
JTSX190229  
JTSX190581  
JTSX190592  
JTSX485374

**LEASE:** Dated June 24, 2008 between The David J. Joseph Company and Bay State Milling Company.