

DEC 15 '08

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SURFACE TRANSPORTATION BOARD



December 15, 2008

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

Dear Ms. Quintan:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated November 21, 2008 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, (69) railcars, involved in this transaction

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated November 21, 2008 related to sixty-nine (69) railcars bearing reporting marks BNSF 664000 664076, sporadic.

Please file this as a secondary document under Recordation Number 25339-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 25339 through 25339-C. 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,

Julie Woodard
Documentation Coordinator

Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of November 21, 2008, 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 November 16, 2004, along with Equipment Schedule No. 1 dated November 16, 2004, between The David J. Joseph Company, as Lessor, and The Burlington Northern and Santa Fe Railway Company as Lessee (collectively, the "Lease"), for sixty-nine (69) 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 December 15, 2004, 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 November 21, 2008.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: A. Valera
 Name: Anianna Valera
 Title: Sr. Account Services Rep.

THE DAVID J. JOSEPH COMPANY

By: James H. Goetz
 Name: James H. Goetz
 Title: Executive Vice President & CFO

STATE OF MINNESOTA)
) SS:
COUNTY OF Hennepin)

On this 25th day of November, 2008, before me the subscriber, Renee Bakos, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Arianna Valma, to me personally known, who stated and acknowledged that he/she is the Sr. Account Services Rep 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 25th day of November, 2008.

Renee Anne Bakos
(Notary Signature)

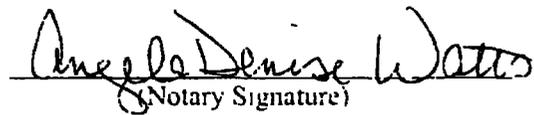
My commission expires.
Jan 31, 2012



STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 21st day of November, 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 21st day of November, 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

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Sixty-nine (69) railcars bearing reporting marks.

BNSF	664000
BNSF	664001
BNSF	664002
BNSF	664003
BNSF	664004
BNSF	664005
BNSF	664006
BNSF	664007
BNSF	664008
BNSF	664010
BNSF	664011
BNSF	664012
BNSF	664013
BNSF	664014
BNSF	664015
BNSF	664016
BNSF	664018
BNSF	664019
BNSF	664021
BNSF	664023
BNSF	664024
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BNSF	664026
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BNSF	664032
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BNSF	664067
BNSF	664068
BNSF	664069
BNSF	664070
BNSF	664071
BNSF	664072
BNSF	664073
BNSF	664074
BNSF	664075
BNSF	664076

LEASE: Railroad Equipment Lease dated November 16, 2004, along with Equipment Schedule No. 1 dated November 16, 2004, between The David J Joseph Company, as Lessor, and The Burlington Northern and Santa Fe Railway Company, as Lessee (collectively, the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated December 15, 2004, by and between The David J Joseph Company and Wells Fargo Equipment Finance, Inc.