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SURFACE TRANSPORTATION BOARD



January 6, 2009

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 December 15, 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, (99) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 15, 2008 related to ninety-nine (99) railcars bearing reporting marks CW 6500 – 6599, excluding CW 6539.

Please file this as a secondary document under Recordation Number 20970-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 20970 through 20970-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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**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 December 15, 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 lease agreement dated June 16, 1997 along with Schedule No. 2 dated October 6, 1997 and related Assignment of Master Equipment Lease Agreement Equipment Schedule 02 dated December 29, 1997 for ninety-nine (99) 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.

**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 December 15, 2008

**THE DAVID J. JOSEPH COMPANY**

By: \_\_\_\_\_

Name: James H GoetzTitle: EVP - CFL

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: \_\_\_\_\_

Name: Regina BarraganTitle: AVP

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 15<sup>th</sup> day of December, 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 EVP + 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 December, 2008.

Angela Denise Watts  
(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 23<sup>rd</sup> day of DECEMBER, 2008, before me the subscriber, MICHELLE LARSON, a Notary Public, duly commissioned, qualified and acting within and for said County and State, appeared in person the within named JACQUELINE BARRAGAN, to me personally known, who stated and acknowledged that he/she is the AVP 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 22<sup>nd</sup> day of December, 2008.

Michelle E. Larson  
(Notary Signature)



My commission expires:  
1/31/2010

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

**CARS**

Ninety-nine (99) railcars bearing reporting marks:

CW 6500-6599, excluding CW 6539

**LEASE:** Dated June 16, 1997 and Schedule No. 2 dated October 6, 1997 by and between Greenbrier Leasing Corporation (with successors in interest being Key Equipment Finance and The David J. Joseph Company) and Colorado & Wyoming Railway Company, as well as the Assignment of Master Lease Agreement Equipment Schedule 02 dated December 29, 1997 between the parties (collectively the "Lease").