



RECORDATION NO. 25179-D FILED

JAN 12 '09 -4 25 PM

SURFACE TRANSPORTATION BOARD

January 12, 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 17, 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, (97) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 17, 2008 related to ninety-seven (97) railcars bearing reporting marks: JTSX 19002 - 19110, sporadic

Please file this as a secondary document under Recordation Number 25179-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 25179 through 25179-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

JAN 12 '08 -4 25 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 December 17, 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 August 6, 2004, between The David J. Joseph Company, as Lessor, and South Carolina Electric & Gas Company, as Lessee (the "Lease"), for ninety-seven (97) 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 September 13, 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 December 17, 2008.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: A. Valera

Name: Arianna Valera

Title: Sr. ASR

THE DAVID J. JOSEPH COMPANY

By: James H. Goetz

Name: James H. Goetz

Title: Executive Vice President & CFO

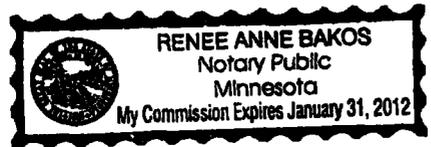
STATE OF MINNESOTA)
) SS:
COUNTY OF Hennepin)

On this 23 day of December, 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 Amanda Wilson, to me personally known, who stated and acknowledged that he/she is the S: ISR 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 23 day of December, 2008

Renee Anne Bakos
(Notary Signature)

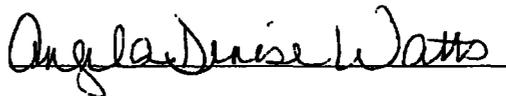
My commission expires:
1/31/2012



STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 17th 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 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 17th day of December, 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:

Ninety-seven (97) railcars bearing reporting marks:

CAR NUMBER	
JTSX	19002
JTSX	19003
JTSX	19005
JTSX	19006
JTSX	19008
JTSX	19009
JTSX	19010
JTSX	19011
JTSX	19012
JTSX	19013
JTSX	19014
JTSX	19015
JTSX	19016
JTSX	19017
JTSX	19018
JTSX	19020
JTSX	19022
JTSX	19023
JTSX	19025
JTSX	19026
JTSX	19027
JTSX	19028
JTSX	19029
JTSX	19030
JTSX	19031
JTSX	19033
JTSX	19034
JTSX	19035
JTSX	19036
JTSX	19037
JTSX	19038
JTSX	19039
JTSX	19040
JTSX	19041
JTSX	19042
JTSX	19043
JTSX	19044
JTSX	19045
JTSX	19046

JTSX	19047
JTSX	19048
JTSX	19049
JTSX	19050
JTSX	19051
JTSX	19052
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JTSX	19054
JTSX	19055
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JTSX	19059
JTSX	19062
JTSX	19063
JTSX	19064
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JTSX	19068
JTSX	19070
JTSX	19071
JTSX	19072
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JTSX	19100

JTSX	19101
JTSX	19102
JTSX	19103
JTSX	19104
JTSX	19105
JTSX	19106
JTSX	19107
JTSX	19108
JTSX	19109
JTSX	19110

LEASE: Railroad Equipment Lease dated August 6, 2004 between The David J. Joseph Company, as Lessor, and South Carolina Electric & Gas Company, as Lessee (the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated September 13, 2004, by and between The David J. Joseph Company and Wells Fargo Equipment Finance, Inc