

RECORDATION NO. 27583-D FILED

MAR 12 '09

10-45 AM

SURFACE TRANSPORTATION BOARD



March 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 March 11, 2009 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 March 11, 2009 related to ten (10) railcars bearing reporting marks: ~~TKEN~~ 903 - 934, sporadic.

JTSX

Please file this as a secondary document under Recordation Number 27583-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27583 through 27583-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) 419-6082.

Sincerely,

A handwritten signature in black ink, appearing to read 'Barbara A. Brzezicki', with a stylized flourish at the end.

Barbara A. Brzezicki
Contract Manager

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

RECORDATION NO. 27583-1 FILED

MAR 12 '09

10-45 AM

**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 March 11, 2009, 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 Rider No. 2 to Master Lease Agreement dated July 16, 2008, between The David J. Joseph Company, as Lessor, and American Metal Solutions, Inc., as Lessee (the "Lease"), for ten (10) 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 17, 2008, 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 March 11, 2009.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: A. Valera

Name: Arianna Valera

Title: GR. ASL

THE DAVID J. JOSEPH COMPANY

By: [Signature]

Name: James H. Goetz

Title: Executive Vice President & CFO

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 11th day of March, 2009 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 11th day of March, 2009.


(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)
COUNTY OF Hennepin) SS:

On this 11 day of March, 2009, before me the subscriber, Renee Anne Bakos, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Arianna Valera, to me personally known, who stated and acknowledged that he/she is the Sr ASR 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 11 day of March, 2009.

Renee Anne Bakos
(Notary Signature)

My commission expires:

1/31/2012

