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SURFACE TRANSPORTATION BOARD



November 3, 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 October 26, 2009 between the following parties:

Assignee: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

Assignor: 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 October 26, 2009 related to sixty-nine (69) railcars bearing reporting marks: JTSX 300225 - 300432, sporadic.

Please file this as a secondary document under Recordation Number 25134-F as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 25134 through 25134-E. 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

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

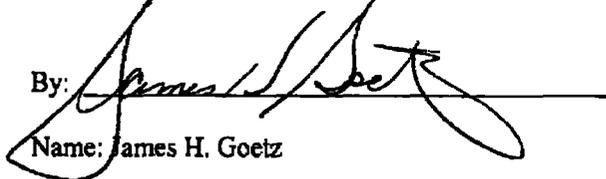
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of October 26, 2009 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **THE FIFTH THIRD LEASING COMPANY**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated April 5, 2004, as amended by agreements dated July 28, 2004 and October 23, 2009, between Assignor, as Lessor, and Marathon Petroleum Company LLC, for sixty-nine (69) 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 October 26, 2009.

THE DAVID J. JOSEPH COMPANY

By: 

Name: James H. Goetz

Title: Executive Vice President & CFO

THE FIFTH THIRD LEASING COMPANY

By: 

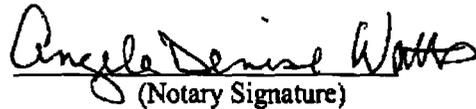
Name: Christopher S. Bell
Vice President

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 26th day of October, 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 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 26th day of October, 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)
) SS:
COUNTY OF)

On this 28 day of October, 2009, before me the subscriber, Karen Waymeyer, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Christopher S. Bell, to me personally known, who stated and acknowledged that he/she is the V.P. of The Fifth Third Leasing Company, a Ohio 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 28 day of October, 2009.

Karen Waymeyer
(Notary Signature)

My commission expires:

KAREN WAYMEYER
Notary Public, State of Ohio
My Commission Expires 11-25-2012



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

CARS

Sixty-nine (69) railcars bearing reporting marks:

JTSX300225
JTSX300226
JTSX300228
JTSX300229
JTSX300231
JTSX300232
JTSX300233
JTSX300234
JTSX300236
JTSX300238
JTSX300239
JTSX300240
JTSX300241
JTSX300242
JTSX300244
JTSX300246
JTSX300247
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JTSX300252
JTSX300254
JTSX300255
JTSX300256
JTSX300258
JTSX300259
JTSX300261
JTSX300262
JTSX300263
JTSX300264
JTSX300266
JTSX300267
JTSX300268
JTSX300269
JTSX300272
JTSX300277
JTSX300279
JTSX300284
JTSX300285
JTSX300286
JTSX300288
JTSX300290
JTSX300292
JTSX300295
JTSX300298
JTSX300300
JTSX300301
JTSX300303
JTSX300304
JTSX300305
JTSX300307
JTSX300308
JTSX300310
JTSX300311
JTSX300312
JTSX300313
JTSX300314
JTSX300316
JTSX300318
JTSX300322
JTSX300323

JTSX300324
JTSX300325
JTSX300326
JTSX300328
JTSX300329
JTSX300330
JTSX300336
JTSX300432

LEASE: Dated April 5, 2004 between The David J. Joseph Company and Marathon Petroleum Company LLC, as amended by agreements dated July 28, 2004 and October 23, 2009.