

JUN 06 '12 - 10 34 AM

SURFACE TRANSPORTATION BOARD



June 6, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated May 11, 2012 between the following parties:

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Assignee: First Financial Equipment Finance, LLC  
255 East 5<sup>th</sup> Street  
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (17) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated May 11, 2012 related to seventeen (17) railcars bearing reporting marks: ZVBX14014 through ZVBX14184 and ZVBX460006 through ZVBX 460068, sporadic.

Please file this as a secondary document under Recordation Number 27820-F as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27820 through 27820-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) 419-6105.

Sincerely,

Shirley Terry  
Administrative Assistant

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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 May 11, 2012 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **FIRST FINANCIAL EQUIPMENT FINANCE, LLC**, an Ohio limited liability company ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated February 11, 2009, as subsequently amended by agreement dated March 30, 2012, for seventeen (17) 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 May 11, 2012.

**THE DAVID J. JOSEPH COMPANY.**

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance - Brokerage

**FIRST FINANCIAL EQUIPMENT FINANCE, LLC**

By: Brad Ringwald

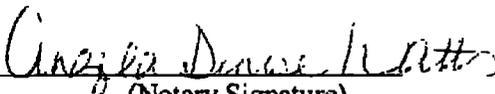
Name: Brad Ringwald

Title: President

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON )

On this 11<sup>th</sup> day of May, 2012. 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 Kelly C. Poellein, to me personally known, who stated and acknowledged that she is the Vice President, Finance – Brokerage 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 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 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 11<sup>th</sup> day of May, 2012.

  
(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 OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

On this 11 day of May, 2012, before me the subscriber, Beverly A Wallace, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Brad Ringwald, to me personally known, who stated and acknowledged that he/she is the President of First Financial Equipment Finance, LLC, an Ohio limited liability company, 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 11 day of May, 2012.

Beverly A. Wallace  
(Notary Signature)

My commission expires:  
10/15/13



BEVERLY A. WALLACE  
NOTARY PUBLIC  
STATE OF OHIO  
Comm. Expires  
October 15, 2013  
Recorded in  
Butler County

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

**CARS**

Seventeen (17) railcars bearing reporting marks:

ZVBX014014  
ZVBX014022  
ZVBX014146  
ZVBX014150  
ZVBX014168  
ZVBX014170  
ZVBX014175  
ZVBX014184  
ZVBX460006  
ZVBX460008  
ZVBX460009  
ZVBX460012  
ZVBX460022  
ZVBX460032  
ZVBX460033  
ZVBX460038  
ZVBX460068

**LEASE:** Dated February 11, 2009, as subsequently amended by agreement dated March 30, 2012, by and between The David J. Joseph Company and Ferrous Processing and Trading Co.