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SURFACE TRANSPORTATION BOARD



July 3, 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 June 12, 2012 between the following parties:

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

Assignee: ALF P-I, Inc.
3 First National Plaza
Suite 2080
Chicago, IL 60602

Please see Schedule 1, attached hereto, for the equipment, (93) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated June 12, 2012 related to ninety-three (93) railcars bearing reporting marks: DJTX475105 through DJTX475117, inclusive, and DJTX475119 through DJTX475198, inclusive.

Please file this as a primary document. 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,

A handwritten signature in black ink, appearing to read 'Shirley Terry'.

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 June 12, 2012 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **ALF P-I, INC.**, an Illinois corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease as defined more specifically in Schedule I attached hereto, between Assignor, as Lessor, and ALF P-I, Inc. for ninety-three (93) 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 June 12, 2012.

THE DAVID J. JOSEPH COMPANY

By: 

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

ALF P-I, INC.

By: 

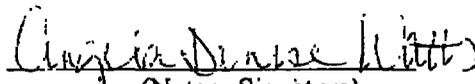
Name: Vincent A. Kolber
President

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 12th day of June, 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 12th day of June, 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 Illinois)
) SS:
COUNTY OF COOK)

On this 13 day of June, 2012, before me the subscriber, Sara Jacobs, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Vincent A. Kolber, to me personally known, who stated and acknowledged that he/she is the President of ALF P-I, Inc., an Illinois 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 13 day of June, 2012.

Sara Jacobs
(Notary Signature)

My commission expires:



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

CARS

Ninety-three (93), railcars currently bearing reporting marks:

Note: * Indicates restencilling has been completed. Total restencilled to date [41].

<u>FROM</u>		<u>TO</u>			<u>FROM</u>		<u>TO</u>		
CEFX	15113	DJTX	475105		CEFX	17404	DJTX	475153	
CEFX	17213	DJTX	475106	*	CEFX	17406	DJTX	475154	
CEFX	17215	DJTX	475107		CEFX	17411	DJTX	475155	
CEFX	17225	DJTX	475108		CEFX	17414	DJTX	475156	*
CEFX	17227	DJTX	475109		CEFX	17415	DJTX	475157	
CEFX	17229	DJTX	475110		CEFX	17418	DJTX	475158	*
CEFX	17231	DJTX	475111		CEFX	17419	DJTX	475159	
CEFX	17246	DJTX	475112	*	CEFX	17425	DJTX	475160	*
CEFX	17279	DJTX	475113		CEFX	17427	DJTX	475161	
CEFX	17292	DJTX	475114		CEFX	17428	DJTX	475162	
CEFX	17300	DJTX	475115	*	CEFX	17434	DJTX	475163	
CEFX	17307	DJTX	475116	*	CEFX	17435	DJTX	475164	
CEFX	17333	DJTX	475117	*	CEFX	17436	DJTX	475165	
CEFX	17347	DJTX	475119		CEFX	17438	DJTX	475166	
CEFX	17348	DJTX	475120		CEFX	17439	DJTX	475167	
CEFX	17354	DJTX	475121	*	CEFX	17441	DJTX	475168	*
CEFX	17355	DJTX	475122		CEFX	17442	DJTX	475169	
CEFX	17356	DJTX	475123	*	CEFX	17445	DJTX	475170	*
CEFX	17357	DJTX	475124		CEFX	17455	DJTX	475171	
CEFX	17359	DJTX	475125		CEFX	17457	DJTX	475172	*
CEFX	17360	DJTX	475126	*	CEFX	17458	DJTX	475173	*
CEFX	17362	DJTX	475127		CEFX	17460	DJTX	475174	
CEFX	17363	DJTX	475128		CEFX	17463	DJTX	475175	*
CEFX	17365	DJTX	475129		CEFX	17464	DJTX	475176	
CEFX	17368	DJTX	475130	*	CEFX	17473	DJTX	475177	*
CEFX	17369	DJTX	475131	*	CEFX	17478	DJTX	475178	*
CEFX	17370	DJTX	475132	*	CEFX	17479	DJTX	475179	*
CEFX	17372	DJTX	475133	*	CEFX	17481	DJTX	475180	*
CEFX	17373	DJTX	475134	*	CEFX	17485	DJTX	475181	*
CEFX	17374	DJTX	475135	*	CEFX	17491	DJTX	475182	*
CEFX	17375	DJTX	475136	*	CEFX	17498	DJTX	475183	
CEFX	17376	DJTX	475137	*	CEFX	17499	DJTX	475184	
CEFX	17378	DJTX	475138	*	CEFX	17503	DJTX	475185	
CEFX	17380	DJTX	475139	*	CEFX	17504	DJTX	475186	*
CEFX	17382	DJTX	475140	*	CEFX	17510	DJTX	475187	
CEFX	17384	DJTX	475141	*	CEFX	17512	DJTX	475188	*
CEFX	17385	DJTX	475142		CEFX	17521	DJTX	475189	
CEFX	17386	DJTX	475143		CEFX	18912	DJTX	475190	
CEFX	17389	DJTX	475144	*	CEFX	18918	DJTX	475191	*
CEFX	17391	DJTX	475145		CEFX	151951	DJTX	475192	
CEFX	17393	DJTX	475146		CEFX	152273	DJTX	475193	*
CEFX	17396	DJTX	475147		CEFX	152495	DJTX	475194	
CEFX	17397	DJTX	475148		CEFX	152636	DJTX	475195	
CEFX	17399	DJTX	475149		CEFX	152653	DJTX	475196	
CEFX	17400	DJTX	475150	*	CEFX	152654	DJTX	475197	

CEFX	17401	DJTX	475151		CEFX	154065	DJTX	475198	
CEFX	17403	DJTX	475152	*					

LEASE: Master Railcar Lease dated as of May 25, 2000 by and between The David J. Joseph Company, as successor in interest to The CIT Group/Equipment Financing, Inc., and Chemical Lime, LTD., with Schedule No. 18 dated as of March 13, 2006, and Amendment No. 1 to Lease Schedule No. 18 dated as of April 19, 2011.