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SURFACE TRANSPORTATION BOARD



July 11, 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 13, 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 5th Street
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (40) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated June 13, 2012 related to forty (40) railcars bearing reporting marks: DJTX4020 through DJTX4059, inclusive.

Please file this as a secondary document under Recordation Number 30114-A as it relates to a document previously filed with the Surface Transportation Board under Recordation Number 30114. 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 June 13, 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 Railroad Equipment Lease, between Assignor, as Lessor, and Gerdau Ameristeel US, Inc., as Lessee, for forty (40) 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.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

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 __, 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: Michelle Maxwell

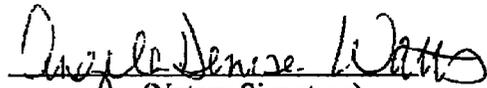
Name: Michelle Maxwell

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 13th 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 13th 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 OHIO)
) SS:
COUNTY OF HAMILTON)

On this 27 day of June, 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 Michelle Mayhew, to me personally known, who stated and acknowledged that he/she is the Vice 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 27 day of June, 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**

Forty (40), 1976-1977 Thrall built, 4000 c.f. flat bottom gondola railcars bearing reporting marks:

DJTX 4020-4059, inclusive

LEASE: Dated January 5, 2012 by and between The David J. Joseph Company and Gerdau Ameristeel US, Inc.