



March 7, 2013

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 February 18, 2013 between the following parties:

Assignee: Fifth Third Bank  
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, (30) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated February 18, 2013 related to thirty (30) railcars bearing reporting marks: JTSX030001 - 030077, sporadic.

Please file this as a secondary document under Recordation Number 26474-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 26474-26474B. The filing fee in the amount of \$42.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6294.

Sincerely,

Lindsay Ross  
Staff Assistant

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of February 18, 2013, by and between **FIFTH THIRD EQUIPMENT FINANCE COMPANY**, an Ohio corporation ("Assignor") and **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignee").

**WITNESSETH:**

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement dated June 12, 2006, between The David J. Joseph Company, as Lessor, and Martin Marietta Materials, Inc., as Lessee (the "Lease"), for thirty (30) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated July 28, 2006, by and between The David J. Joseph Company ("Seller") and Fifth Third Leasing Company.

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 February 18, 2013.

**FIFTH THIRD EQUIPMENT FINANCE COMPANY**

By: Randy Willoughby  
Name: RANDY WILLOUGHBY  
Title: AVP

**THE DAVID J. JOSEPH COMPANY**

By: Kelly C. Poellein  
Name: Kelly C. Poellein  
Title: Vice President, Finance - Brokerage

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

On this 19<sup>th</sup> day of February, 2013, before me the subscriber, Peggy Jo Bode, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Randy Willoughby, to me personally known, who stated and acknowledged that he is the Assistant Vice Pres. of Fifth Third Equipment Finance Company, an Ohio 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 19<sup>th</sup> day of February, 2013.

Peggy Jo Bode  
(Notary Signature)

My commission expires:

3/7/2014

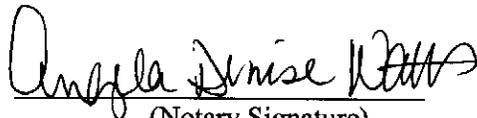


**PEGGY JO BODE**  
Notary Public, State of Ohio  
My Commission Expires  
March 7, 2014

STATE OF OHIO                    )  
                                                  ) SS  
COUNTY OF HAMILTON        )

On this 18<sup>th</sup> day of February, 2013 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 18<sup>th</sup> day of February, 2013.

  
(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.

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

**CARS:**

Thirty (30) railcars bearing reporting marks:

JTSX030001  
JTSX030007  
JTSX030009  
JTSX030011  
JTSX030012  
JTSX030015  
JTSX030016  
JTSX030017  
JTSX030018  
JTSX030029  
JTSX030032  
JTSX030035  
JTSX030037  
JTSX030038  
JTSX030042  
JTSX030045  
JTSX030047  
JTSX030048  
JTSX030049  
JTSX030055  
JTSX030058  
JTSX030063  
JTSX030064  
JTSX030065  
JTSX030066  
JTSX030067  
JTSX030072  
JTSX030074  
JTSX030076  
JTSX030077

**LEASE:**

Railroad Equipment Lease dated June 12, 2006, between The David J. Joseph Company, as Lessor, and Martin Marietta Materials, Inc., as Lessee, (the "Lease"). Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated July 28, 2006, by and between The David J. Joseph Company and Fifth Third Leasing Company.