

RECORDATION NO. 30860-A FILED
July 26, 2013 4:30 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

July 26, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of July 26, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Rider No. 2 to the Master Lease Agreement being filed with the Board under Recordation Number 30860.

The names and addresses of the parties to the enclosed documents are:

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

Assignee: The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, OH 45202

Section Chief
July 26, 2013
Page 2

A description of the railroad equipment covered by the enclosed document is:

283 railcars: DJTX 516101, DJTX 516102, and DJTX 515101 – DJTX 515381, inclusive, some cars previously bearing NRLX marks and road numbers as set forth on the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of July 26, 2013 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **THE HUNTINGTON NATIONAL BANK** ("Assignee").

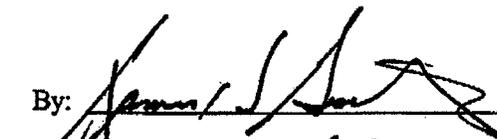
WITNESSETH:

1. Assignor has sold, assigned, and transferred to Assignee that certain Rider No. 2 to Master Lease Agreement dated June 24, 2013 and that certain Master Lease Agreement dated June 24, 2013 (as it pertains to Rider No. 2), between Assignor, as Lessor, and Tata Chemicals Soda Ash Partners, as Lessee, for two hundred eighty-three (283) railcars bearing the railroad reporting markings set forth on Schedule I (the "Lease") pursuant to that Purchase and Sale Agreement dated as of July 26, 2013 between Assignor, as Seller, and Assignee, as Buyer (the "Agreement").
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.
3. Pursuant to the Agreement, Assignee has assumed all of Assignor's rights, title, interest, and obligations (except those expressly retained by the Assignor under the terms of the Agreement), in, to and under the Lease and the railcars.

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 July 24, 2013.

THE DAVID J. JOSEPH COMPANY

By: 
Name: JAMES H. GOETZ
Title: EXEC VP + CFO

THE HUNTINGTON NATIONAL BANK

By: _____
Name: _____
Title: _____

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 __, 2013.

THE DAVID J. JOSEPH COMPANY

By: _____

Name: _____

Title: _____

THE HUNTINGTON NATIONAL BANK

By:  _____

Name: **Amy R. Phillips** _____

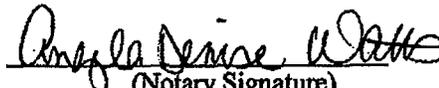
Assistant Vice President

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 26th day of July, 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 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 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 26th day of July, 2013.


(Notary Signature)

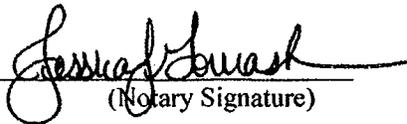
My commission has no expiration.

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Ohio)
) SS:
COUNTY OF Franklin)

On this 26 day of July, 2013, before me the subscriber, Jessica J. Gourash, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Amy R. Phillips, to me personally known, who stated and acknowledged that he/she is the AVP of Huntington Bank, a national bank 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 26 day of July, 2013.


(Notary Signature)

My commission expires:



JESSICA J. GOURASH
Notary Public, State of Ohio
My Comm. Expires 01-03-2016

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS

Two hundred eighty-three (283), railcars bearing reporting marks:

Car Number	To Be Restenciled to:		
DJTX 515101			
<table border="1"><tr><td>NRLX</td><td>5253</td></tr></table>	NRLX	5253	DJTX 515102
NRLX	5253		
DJTX 515103			
<table border="1"><tr><td>NRLX</td><td>5255</td></tr></table>	NRLX	5255	DJTX 515104
NRLX	5255		
DJTX 515105			
DJTX 515106			
DJTX 515107			
DJTX 515108			
DJTX 515109			
DJTX 515110			
DJTX 515111			
DJTX 515112			
DJTX 515113			
DJTX 515114			
DJTX 515115			
DJTX 515116			
DJTX 515117			
DJTX 515118			
DJTX 515119			
DJTX 515120			
DJTX 515121			
DJTX 515122			
DJTX 515123			
DJTX 515124			
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DJTX 515126			
DJTX 515127			
DJTX 515128			
DJTX 515129			
DJTX 515130			
DJTX 515131			
DJTX 515132			
DJTX 515133			
DJTX 515134			

NRLX	5287	DJTX	515135
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DJTX 515136
DJTX 515137
DJTX 515138
DJTX 515139
DJTX 515140
DJTX 515141
DJTX 515142
DJTX 515143
DJTX 515144
DJTX 515145
DJTX 515146
DJTX 515147
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DJTX 515176

DJTX 515177

DJTX 515178

DJTX 515179

NRLX	5336	DJTX	515180
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DJTX 515181

DJTX 515182

NRLX	5339	DJTX	515183
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DJTX 515184

DJTX 515185

DJTX 515186

DJTX 515187

DJTX 515188

DJTX 515189

DJTX 515190

DJTX 515191

DJTX 515192

DJTX 515193

DJTX 515194

DJTX 515195

DJTX 515196

DJTX 515197

DJTX 515198

DJTX 515199

DJTX 515200

DJTX 515201

DJTX 515202

DJTX 515203

DJTX 515204

DJTX 515205

DJTX 515206

NRLX	5363	DJTX	515207
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DJTX 515208

DJTX 515209

DJTX 515210

DJTX 515211

DJTX 515212

DJTX 515213

DJTX 515214

DJTX 515215

DJTX 515216

DJTX 515217

DJTX 515218

NRLX	5376
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 DJTX 515219

DJTX 515220

DJTX 515221

DJTX 515222

DJTX 515223

NRLX	5381
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 DJTX 515224

NRLX	5382
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 DJTX 515225

DJTX 515226

DJTX 515227

DJTX 515228

DJTX 515229

DJTX 515230

DJTX 515231

NRLX	5390
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 DJTX 515232

DJTX 515233

DJTX 515234

DJTX 515235

DJTX 515236

DJTX 515237

NRLX	5396
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 DJTX 515238

DJTX 515239

DJTX 515240

DJTX 515241

DJTX 515242

DJTX 515243

NRLX	5403
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 DJTX 515244

DJTX 515245

DJTX 515246

DJTX 515247

DJTX 515248

DJTX 515249

DJTX 515250

NRLX	5410
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 DJTX 515251

DJTX 515252

DJTX 515253

DJTX 515254

DJTX 515255

DJTX 515256

DJTX 515257

DJTX 515258
DJTX 515259
DJTX 515260
DJTX 515261
DJTX 515262
DJTX 515263
DJTX 515264
DJTX 515265
DJTX 515266
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DJTX 515295

NRLX	5458	DJTX	515296
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DJTX 515297

NRLX	5460	DJTX	515298
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DJTX 515299
DJTX 515300
DJTX 515301
DJTX 515302
DJTX 515303

NRLX	5466	DJTX	515304
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DJTX 515305
DJTX 515306
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DJTX 515308
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DJTX 515320
DJTX 515321
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DJTX 515323
DJTX 515324
DJTX 515325
DJTX 515326
DJTX 515327
DJTX 515328
DJTX 515329

NRLX	5494	DJTX	515330
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DJTX 515331
DJTX 515332
DJTX 515333

NRLX	5498	DJTX	515334
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DJTX 515335
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DJTX 515339

DJTX 515340
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DJTX 515380

DJTX 515381

DJTX 516101

DJTX 516102

LEASE: Master Lease Agreement dated June 24, 2013 (as it pertains to Rider No. Z) between The David J. Joseph Company and Tata Chemicals Soda Ash Partners and Rider No. Z to the Master Lease Agreement dated June 24, 2013.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/26/2013

Edward M Luria
Edward M. Luria