

FEB 16 '10

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SURFACE TRANSPORTATION BOARD



February 16, 2010

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 2, 2010 between the following parties:

Assignor: Banc of America Leasing & Capital, LLC  
7740 W Alameda Ave, Suite C  
Lakewood, CO 80226-3137

Assignee: 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 2, 2010 related to thirty (30) railcars bearing reporting marks: TKEN 3 - 60916, sporadic.

Please file this as a secondary document under Recordation Number 25457-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 25457 through 25457-C. 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) 419-6062.

Sincerely,

A handwritten signature in cursive script that reads 'Julie Woodard'.

Julie Woodard  
Documentation Coordinator

Enclosures

RECORDATION NO. 25457-1 (FT FT)

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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 February 2, 2010, by and between BANC OF AMERICA LEASING & CAPITAL, LLC, a limited liability company organized under the laws of the State of Delaware ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

**WITNESSETH:**

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain Railroad Equipment Lease dated December 16, 2004 between ASSIGNOR (as successor-in-interest to LaSalle National Leasing Corporation), as Lessor, and RAILTEX, 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 February 25, 2005, by and between Assignee, as Seller and Assignor, as Buyer. Such assignment is evidenced by a Memorandum of Assignment and Assumption recorded with the Surface Transportation Board on March 17, 2005 under recordation No. 25457-A.
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 2, 2010.

**BANC OF AMERICA LEASING & CAPITAL, LLC**

By: E-Dee L. Martin  
Name: E-Dee L. Martin  
Title: Vice President

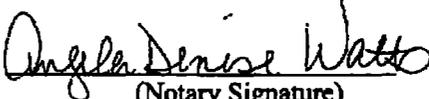
**THE DAVID J. JOSEPH COMPANY**

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

STATE OF OHIO                    )  
  ) SS  
COUNTY OF HAMILTON        )

On this 2<sup>nd</sup> day of February, 2010 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, Brokerage – Finance 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 2<sup>nd</sup> day of February, 2010.

  
(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:

TKEN	3
TKEN	5
TKEN	11
TKEN	12
TKEN	14
TKEN	18
TKEN	20
TKEN	22
TKEN	27
TKEN	30
TKEN	33
TKEN	35
TKEN	39
TKEN	40
TKEN	46
TKEN	47
TKEN	48
TKEN	50
TKEN	232
TKEN	235
TKEN	236
TKEN	238
TKEN	6
TKEN	21
TKEN	25
TKEN	29
TKEN	36
TKEN	234
TKEN	60911
TKEN	60916