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SURFACE TRANSPORTATION BOARD



November 4, 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 October 20, 2010 between the following parties:

Assignor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

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

Please see Schedule 1 attached hereto for the equipment, (75) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated October 20, 2010 related to seventy-five (75) railcars bearing reporting marks: JTSX 46120 - 801296, sporadic.

Please file this as a secondary document under Recordation Number 25923-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 25923 through 25923-B. 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) 419-8082.

Sincerely,

Julie Woodard
Documentation Coordinator

Enclosures

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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 October 20, 2010, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a corporation organized under the laws of the State of Minnesota ("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 August 31, 2005, between The David J. Joseph Company, as Lessor, and Agrium U.S., Inc., as Lessee (the "Lease"), for seventy-five (75) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated October 26, 2005, by and between The David J. Joseph Company ("Seller") and Wells Fargo Equipment Finance, Inc.

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 October 20, 2010.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: Jan Leitschuh
Name: Jan Leitschuh
Title: AVP

THE DAVID J. JOSEPH COMPANY

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

STATE OF MINNESOTA)
) SS:
COUNTY OF DALOTA)

On this 28th day of October, 2010, before me the subscriber, MARY A. BRODERS a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named JAN LEITSCHUH, to me personally known, who stated and acknowledged that he/she is the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota 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 28 day of October, 2010.



Mary A. Broders
(Notary Signature)

My commission expires:
JAN, 31, 2013

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 20th day of October, 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 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 20th day of October, 2010.

(Notary Signature)

My commission has no expiration.

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

CARS:

Seventy-five (75) railcars bearing reporting marks:

OLD NUMBER		NEW NUMBER	
NAHX	46120	JTSX	46120
NAHX	46146	JTSX	46146
NAHX	46148	JTSX	46148
NAHX	46149	JTSX	46149
NAHX	46152	JTSX	46152
NAHX	46153	JTSX	46153
NAHX	46154	JTSX	46154
NAHX	49120	JTSX	49120
NAHX	49141	JTSX	49141
NAHX	49153	JTSX	49153
NAHX	49213	JTSX	49213
NAHX	49224	JTSX	49224
NAHX	49234	JTSX	49234
NAHX	49235	JTSX	49235
NAHX	49253	JTSX	49253
NAHX	49280	JTSX	49280
NAHX	49303	JTSX	49303
NAHX	49306	JTSX	49306
NAHX	49310	JTSX	49310
NAHX	49371	JTSX	49371
NAHX	49400	JTSX	49400
NAHX	49405	JTSX	49405
NAHX	49465	JTSX	49465
NAHX	49487	JTSX	49487
NAHX	50306	JTSX	50306
NAHX	50309	JTSX	50309
NAHX	50321	JTSX	50321
NAHX	50325	JTSX	50325
NAHX	50403	JTSX	50403
NAHX	50404	JTSX	50404
NAHX	50435	JTSX	50435
NAHX	50452	JTSX	50452
NAHX	52996	JTSX	52996
NAHX	53610	JTSX	53610
NAHX	53711	JTSX	53711
NAHX	53734	JTSX	53734
NAHX	53809	JTSX	53809

NAHX	53863	JTSX	53863
NAHX	53886	JTSX	53886
NAHX	53929	JTSX	53929
NAHX	53931	JTSX	53931
NAHX	53941	JTSX	53941
NAHX	53942	JTSX	53942
NAHX	54107	JTSX	54107
NAHX	54361	JTSX	54361
NAHX	54374	JTSX	54374
NAHX	54616	JTSX	54616
NAHX	54632	JTSX	54632
NAHX	54686	JTSX	54686
NAHX	55144	JTSX	55144
NAHX	55149	JTSX	55149
NAHX	55187	JTSX	55187
NAHX	55189	JTSX	55189
NAHX	55227	JTSX	55227
NAHX	55361	JTSX	55361
NAHX	55373	JTSX	55373
NAHX	55383	JTSX	55383
NAHX	55387	JTSX	55387
NAHX	55439	JTSX	55439
NAHX	55440	JTSX	55440
NAHX	55523	JTSX	55523
NAHX	55674	JTSX	55674
NAHX	55681	JTSX	55681
NAHX	55686	JTSX	55686
NAHX	55694	JTSX	55694
NAHX	63341	JTSX	63341
NAHX	65011	JTSX	65011
NAHX	190525	JTSX	190525
NAHX	190759	JTSX	190759
NAHX	478915	JTSX	478915
NAHX	480955	JTSX	480955
NAHX	488633	JTSX	488633
NAHX	800520	JTSX	800520
NAHX	800531	JTSX	800531
NAHX	801296	JTSX	801296

LEASE: Railroad Equipment Lease dated August 31, 2005 between The David J. Joseph Company, as Lessor, and Agrium U.S., Inc., as Lessee (the "Lease"). Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated October 26, 2005.