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SURFACE TRANSPORTATION BOARD



January 3, 2011

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 December 14, 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, (9) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 14, 2010 related to nine (9) railcars bearing reporting marks: SH 279, 282, 283, 285, 286, 287, 289, 292, 293.

Please file this as a secondary document under Recordation Number 26244-J as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 26244 thru 26244-I. 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

Rail Equipment Group

300 Pike Street  
Cincinnati, OH 45202-4214  
Phone (513) 419-6200  
Fax (513) 419-6221

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 14, 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 Master Lease Agreement dated February 17, 2006 (as it pertains to Rider No. 3) and Rider No. 3 to the Master Lease Agreement dated February 17, 2006 between ASSIGNOR (as successor-in-interest to LaSalle National Leasing Corporation), as Lessor, and MITTAL STEEL USA, INC., as Lessee (the "Lease"), for nine (9) 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 23, 2006, 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 24, 2006 under recordation No. 26244 F.
  
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 December 14, 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. Poellen

Name: Kelly C. Poellen

Title: Vice President Finance – Brokerage

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

**CARS:**

Nine (9) railcars bearing reporting marks:

SH 279  
SH 282  
SH 283  
SH 285  
SH 286  
SH 287  
SH 289  
SH 292  
SH 293

STATE OF Colorado )  
 ) SS:  
COUNTY OF Denver )

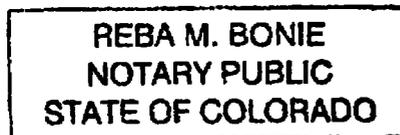
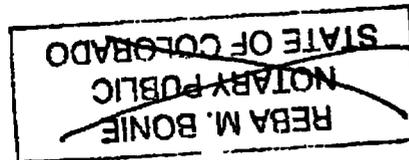
On this 16 day of December, 2010, before me the subscriber, Reba M. Bonie, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named E-Dee L. Martin, to me personally known, who stated and acknowledged that he/she is the Vice President of Banc of America Leasing & Capital, LLC, a Delaware 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 16 day of December, 2010.

Reba M. Bonie  
(Notary Signature)

My commission expires:

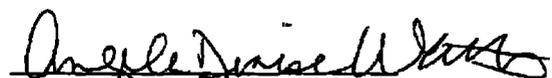
10/22/2014



STATE OF OHIO            )  
  ) SS  
COUNTY OF HAMILTON    )

On this 14<sup>th</sup> day of December, 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 14<sup>th</sup> day of December, 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.