

RECORDATION NO. 29840 -A
FILED

JUL 29 '11 -3 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

July 29, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

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 29, 2011, 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. 1 to the Master Lease Agreement previously filed with the Board under Recordation Number 29840.

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

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

Assignee: The Huntington National Bank
Huntington Bank Equipment Finance
105 East Fourth Street
Cincinnati, Ohio 45202

Ms. Cynthia T. Brown
July 29, 2011
Page 2

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

93 cars within the series AGPX 96000 - AGPX 96099 as more particularly set forth in the equipment schedule attached to the document

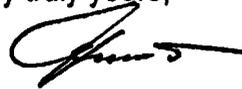
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement

Also enclosed is a check in the amount of \$41.00 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,



Robert W. Alvord

RWA/bhs
Enclosures

JUL 29 '11 -3 00 PM

EXHIBIT F

**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 July 29, 2011 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. 1 to Master Lease Agreement dated June 29, 2011 and that certain Master Lease Agreement dated June 29, 2011 (as it pertains to Rider No. 1), between Assignor, as Lessor, and *Ag Processing Inc* a cooperative, an Iowa cooperative corporation, as Lessee, for ninety-three (93) railcars bearing the railroad reporting markings set forth on Schedule I (the "Lease") pursuant to that Purchase and Sale Agreement dated as of July 29, 2011 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 29, 2011.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein
Name: Kelly C. Poellein
Title: VP Finance, Brokerage

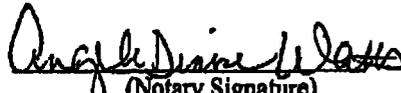
THE HUNTINGTON NATIONAL BANK

By: _____
Name: _____
Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 29th day of July, 2011, 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 29th day of July, 2011.


(Notary Signature)

My commission expires:

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

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 29, 2011.

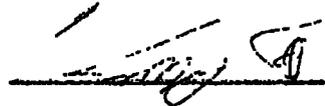
THE DAVID J. JOSEPH COMPANY

By: _____

Name: _____

Title: _____

THE HUNTINGTON NATIONAL BANK

By:  _____

Name: **KIM J. TROMBETTA**
SR. VICE PRESIDENT

Title: **EQUIPMENT FINANCE DIVISION**

STATE OF Ohio)
COUNTY OF Hamilton) SS:

On this 29 day of July, 2011, before me the subscriber Elizabeth L. Jaeb ^{Notary}
Notary Public, duly commissioned, qualified and acting, within and for said County and State,
appeared in person the within named Kim J. Tombette, to me personally known,
who stated and acknowledged that he/she is the Service President of Huntington National Bank, a
Ohio 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 29 day of
July, 2011.



ELIZABETH L. JAEB
Notary Public, State of Ohio
My Commission Expires Mar. 28, 2012
Recorded in Hamilton County

Elizabeth L. Jaeb
(Notary Signature)

My commission expires:

3.28.12

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

CARS

Ninety-three (93), 1996 built, 5161 c.f., 286,000 GRL covered hopper railcars bearing reporting marks:

AGPX 96000	AGPX 96025	AGPX 96050	AGPX 96075
AGPX 96001	AGPX 96026	AGPX 96051	AGPX 96076
AGPX 96002	AGPX 96027	AGPX 96052	AGPX 96077
AGPX 96003	AGPX 96028	AGPX 96053	AGPX 96078
AGPX 96004	AGPX 96029	AGPX 96054	AGPX 96079
AGPX 96005	AGPX 96030	AGPX 96055	AGPX 96080
AGPX 96007	AGPX 96031	AGPX 96056	AGPX 96081
AGPX 96008	AGPX 96032	AGPX 96057	AGPX 96082
AGPX 96009	AGPX 96033	AGPX 96058	AGPX 96084
AGPX 96010	AGPX 96034	AGPX 96059	AGPX 96085
AGPX 96011	AGPX 96035	AGPX 96060	AGPX 96086
AGPX 96012	AGPX 96037	AGPX 96061	AGPX 96087
AGPX 96013	AGPX 96038	AGPX 96063	AGPX 96088
AGPX 96014	AGPX 96039	AGPX 96064	AGPX 96089
AGPX 96015	AGPX 96040	AGPX 96065	AGPX 96090
AGPX 96016	AGPX 96042	AGPX 96066	AGPX 96092
AGPX 96017	AGPX 96043	AGPX 96067	AGPX 96093
AGPX 96018	AGPX 96044	AGPX 96068	AGPX 96094
AGPX 96019	AGPX 96045	AGPX 96070	AGPX 96095
AGPX 96020	AGPX 96046	AGPX 96071	AGPX 96096
AGPX 96021	AGPX 96047	AGPX 96072	AGPX 96097
AGPX 96022	AGPX 96048	AGPX 96073	AGPX 96098
AGPX 96023	AGPX 96049	AGPX 96074	AGPX 96099
AGPX 96024			

LEASE: Master Lease Agreement dated June 29, 2011 (as it pertains to Rider No. 1) between The David J. Joseph Company and *Ag Processing Inc* a cooperative, an Iowa cooperative corporation, and Rider No. 1 to the Master Lease Agreement dated June 29, 2011.

CERTIFICATION

I, Robert W Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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 7-29-11



Robert W. Alvord