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

August 26, 2011

RECORDATION NO. 29801-A 

AUG 26 '11 -1 5 0 PM

SURFACE TRANSPORTATION BOARD

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 August 19, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railway Equipment Lease Agreement previously filed with the Board under Recordation Number 29801.

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
August 26, 2011
Page 2

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

24 railcars: JTSX 081986 - JTSX 082009.

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,

A handwritten signature in black ink, appearing to read "Edward M. Luria". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Edward M. Luria

EML/bhs
Enclosures

AUG 26 '11 -1 5 0 PM

**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 August 19, 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 Railroad Equipment Lease dated May 17, 2011 between Assignor, as Lessor, and Nucor Corporation by and through its Nucor Steel – Nebraska division, as Lessee, for twenty-four (24) railcars bearing the railroad reporting markings set forth on Schedule I (the "Lease") pursuant to that Purchase and Sale Agreement dated as of August 19, 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 August 19, 2011.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

THE HUNTINGTON NATIONAL BANK

By: _____

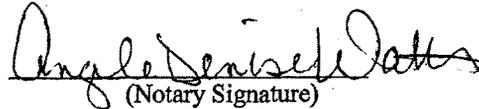
Name: _____

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 19th day of August, 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 19th day of August, 2011.


(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.

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 August 22nd, 2011.

THE DAVID J. JOSEPH COMPANY

By: _____

Name: _____

Title: _____

THE HUNTINGTON NATIONAL BANK

By:  _____

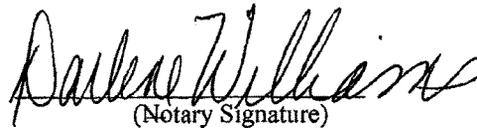
Name: KIM J. TROMBETTA

Title: SR. VICE PRESIDENT
EQUIPMENT FINANCE DIVISION

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 22nd day of August, 2011, before me the subscriber, Darlene Williams, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kim Trombetta, to me personally known, who stated and acknowledged that he/she is the Senior Vice President of The Huntington National Bank, a National Banking Institution, 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 20 day of August, 2011.


(Notary Signature)

My commission expires:



DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires May 13, 2014

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

CARS

Twenty-four (24) railcars bearing reporting marks:

JTSX081986
JTSX081987
JTSX081988
JTSX081989
JTSX081990
JTSX081991
JTSX081992
JTSX081993
JTSX081994
JTSX081995
JTSX081996
JTSX081997
JTSX081998
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JTSX082000
JTSX082001
JTSX082002
JTSX082003
JTSX082004
JTSX082005
JTSX082006
JTSX082007
JTSX082008
JTSX082009

LEASE: Railroad Equipment Lease dated May 17, 2011 between The David J. Joseph Company and Nucor Corporation by and through its Nucor Steel – Nebraska division.

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: 8/29/11

Edward M. Luria
Edward M. Luria