

RECORDATION NO. 23516-D FILED

DEC 06 11 -3 20 PM

SURFACE TRANSPORTATION BOARD



December 6, 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 November 18, 2011 between the following parties:

Assignor:           Manufacturers and Traders Trust Company  
                          25 S. Charles Street  
                          Baltimore, MD 21201

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

Please see Schedule 1, attached hereto, for the equipment, (39) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated November 18, 2011 related to thirty-nine (39) railcars bearing reporting marks: WVCX 2120-2159, inclusive.

Please file this as a secondary document under Recordation Number 23516-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 23516 through 23516-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  
Contract Manager

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**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SUBJECT: RECORDATION NO. 23516-D

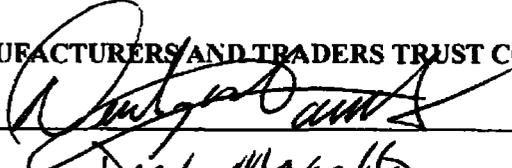
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of November 18, 2011, by and between MANUFACTURERS AND TRADERS TRUST COMPANY, a banking corporation organized under the laws of the State of New York. ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

**WITNESSETH:**

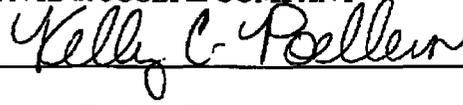
- 1 ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement dated March 30, 2001 between THE DAVID J. JOSEPH COMPANY (F/K/A JOSEPH TRANSPORTATION SERVICES INC.), as Lessor, and MEADWESTVACO CORPORATION (F/K/A WESTVACO CORPORATION), as Lessee, (the "Lease"). [Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated June 22, 2001, by and between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company) ("Seller") and Allfirst Bank (n/k/a MANUFACTURERS AND TRADERS TRUST COMPANY) ("Buyer").]
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 November 18, 2011.

**MANUFACTURERS AND TRADERS TRUST COMPANY**

By:   
 Name: Derek Markelto  
 Title: Vice President

**THE DAVID J. JOSEPH COMPANY**

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

STATE OF Maryland )  
COUNTY OF Anne Arundel ) SS:

On this 23<sup>rd</sup> day of November, 2011, before me the subscriber, Diane Klasmeyer, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Derek J. Marcello, to me personally known, who stated and acknowledged that he is the Vice President of Manufacturers and Traders Trust Company, a banking 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 23<sup>rd</sup> day of November, 2011.

Diane Klasmeyer  
(Notary Signature)

My commission expires:

7-14-12

Diane Klasmeyer  
Notary Public, A.A. Co., MD  
My Commission Expires 7-14-12

STATE OF OHIO                    )  
  ) SS  
COUNTY OF HAMILTON        )

On this 18<sup>th</sup> day of November, 2011 before me the subscriber, Julie M. Woodard, 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 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 18<sup>th</sup> day of November, 2011.

  
(Notary Signature)

My commission expires:

9-24-12



Julie M. Woodard  
Notary Public, State of Ohio  
My Commission Expires 09-24-2012

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

**CARS:**

Thirty nine (39) woodchip gondola railcars bearing reporting marks:

WVCX 2120  
WVCX 2121  
WVCX 2122  
WVCX 2123  
WVCX 2124  
WVCX 2125  
WVCX 2126  
WVCX 2127  
WVCX 2128  
WVCX 2129  
WVCX 2131  
WVCX 2132  
WVCX 2133  
WVCX 2134  
WVCX 2135  
WVCX 2136  
WVCX 2137  
WVCX 2138  
WVCX 2139  
WVCX 2140  
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WVCX 2145  
WVCX 2146  
WVCX 2147  
WVCX 2148  
WVCX 2149  
WVCX 2150  
WVCX 2151  
WVCX 2152  
WVCX 2153  
WVCX 2154  
WVCX 2155  
WVCX 2156  
WVCX 2157  
WVCX 2158  
WVCX 2159

**LEASE:** Railroad Equipment Lease dated March 30, 2001 between THE DAVID J. JOSEPH COMPANY (F/K/A JOSEPH TRANSPORTATION SERVICES, INC.), as Lessor, and MEADWESTVACO CORPORATION (F/K/A WESTVACO CORPORATION), as Lessee, (the "Lease"). [Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated June 22, 2001, by and between Joseph Transportation Services, Inc. (n/k/a The David J. Joseph Company) ("Seller") and Allfirst Bank (n/k/a MANUFACTURERS AND TRADERS TRUST COMPANY)("Buyer").]