

DEC 22 '11 -12 31 PM

SURFACE TRANSPORTATION BOARD



December 22, 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 12, 2011 between the following parties:

Assignee: Irving Woodlands LLC
11 Gifford Road
St. John, NB E2M 4X8

Assignor: 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 December 12, 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-F as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 23516 through 23516-E. 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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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 12, 2011 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **IRVING WOODLANDS LLC** ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated March 30, 2001 between Assignor, as Lessor, and MeadWestvaco Corporation, as Lessee, for thirty-nine (39) railcars bearing the railroad reporting markings set forth on Schedule I.
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.

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 December 12, 2011.

THE DAVID J. JOSEPH COMPANY

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

IRVING WOODLANDS LLC

By: _____
 Name: _____
 Title: _____

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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 December 12, 2011.

THE DAVID J. JOSEPH COMPANY

By: _____

Name: Kelly C. Poellein

Title: Vice President, Finance - Brokerage

IRVING WOODLANDS LLC

By: _____

Name: W C Maclean

Title: Treasurer

By: _____

Name: J. D. Irving

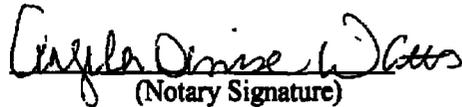
Title: President



STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 12th day of December, 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 12th day of December, 2011.


(Notary Signature)

My commission has no expiration.

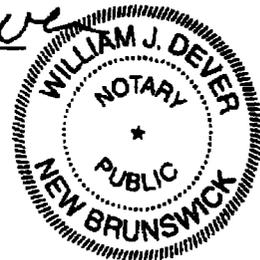
ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C

Province
STATE OF New Brunswick)
COUNTY OF Saint John) SS:

On this 12th day of December, 2011, before me the subscriber, William Dever, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named J.D. Irving and W. Monteau to me personally known, who stated and acknowledged that ~~he/she~~ ^{they are} is the President and Treasurer of IRVING WOODLANDS LLC and duly authorized by authority of the Board of Directors or By-laws of said corporation in ~~his/her~~ ^{their} 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~~ ^{they} 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 12th day of December, 2011.

W Dever
(Notary Signature)



~~My commission expires~~

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

CARS

Thirty-nine (39) railcars currently 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
WVCX 2141
WVCX 2142
WVCX 2143
WVCX 2144
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: Dated March 30, 2001 between The David J. Joseph Company and MeadWestvaco Corporation.