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SURFACE TRANSPORTATION BOARD



January 3, 2012

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 20, 2011 between the following parties:

Assignee: Rail Connection, Inc.  
737 Eleanor Industrial Park  
Eleanor, WV 25070

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

Please see Schedule 1, attached hereto, for the equipment, (23) railcars, involved in this transaction

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 20, 2011 related to twenty-three (23) railcars bearing reporting marks: TKEN 7608-81714, sporadic.

Please file this as a secondary document under Recordation Number 29656-A as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 29656, regarding the (12) cars marked TKEN 81687, 81692, 81693, 81697, 81698, 81699, 81702, 81704, 81707, 81709, 81712, and 81714. 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,

Julie Woodard  
Contract Manager

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SUNSHINE 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 20, 2011 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **RAIL CONNECTION, INC.**, a West Virginia corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain Rider No. 1 to the Master Lease Agreement Dated August 24, 2010 and Rider No.2 to the Master Lease Agreement Dated December 14, 2010 between The David J. Joseph Company and Domtar Paper Company, LLC for twenty-three (23) 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.

**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 December 20, 2011.

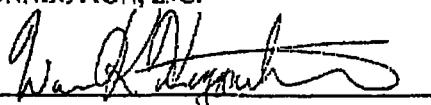
**THE DAVID J. JOSEPH COMPANY**

By: 

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

**RAIL CONNECTION, INC.**

By: 

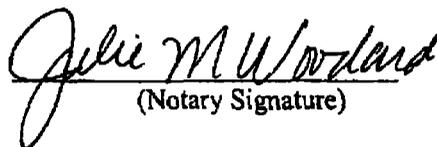
Name: Warren K. Higginbotham

Title: Vice President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 20<sup>th</sup> day of December 2011, before me the subscriber, Julie 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 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 20<sup>th</sup> day of December, 2011.

  
(Notary Signature)

My commission expires:

9-24-12



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

STATE OF WV )  
 ) SS  
COUNTY OF Putnam )

On this 20<sup>th</sup> day of December, 2011, before me the subscriber, Maureen F. Gunnell, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren K. Higginbotham to me personally known, who stated and acknowledged that he/she is the Vice-President of Rail Connection, Inc., a West Virginia 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 20<sup>th</sup> day of December, 2011



My commission expires.

Warren K. Higginbotham  
(Notary Signature)

12-15-2016

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

**CARS**

Twenty-three (23) railcars bearing reporting marks:

TKEN 7608  
TKEN 7609  
TKEN 7610  
TKEN 7611  
TKEN 7612  
TKEN 7613  
TKEN 7614  
TKEN 7615  
TKEN 81689  
TKEN 81700  
TKEN 81713  
  
TKEN 81687  
TKEN 81692  
TKEN 81693  
TKEN 81697  
TKEN 81698  
TKEN 81699  
TKEN 81702  
TKEN 81704  
TKEN 81707  
TKEN 81709  
TKEN 81712  
TKEN 81714

**LEASE:** Rider No. 1 to the Master Lease Agreement Dated August 24, 2010 and Rider No.2 to the Master Lease Agreement Dated December 14, 2010 between The David J. Joseph Company and Domtar Paper Company, LLC.