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SURFACE TRANSPORTATION BOARD



January 5, 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 21, 2011 between the following parties.

Assignee: Stonewall Industries, Inc.
2403 Sidney Street, Suite 222
Pittsburgh, PA 15203

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

Please see Schedule 1, attached hereto, for the equipment, (20) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 21, 2011 related to twenty (20) railcars bearing reporting marks: JTSX 14004 - 14188, sporadic

Please file this as a secondary document under Recordation Number 27915-A as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 27915. 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

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 21, 2011 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **STONEWALL INDUSTRIES, INC.** ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated March 24, 2009 for twenty (20) 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 21, 2011.

THE DAVID J. JOSEPH COMPANY

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

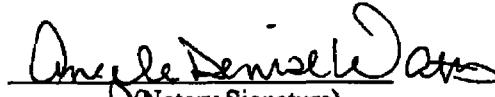
STONEWALL INDUSTRIES, INC.

By: Leonard Fitzwater
 Name: LEONARD FITZWATER
 Title: VICE PRESIDENT

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 21st 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 21st 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.

STATE OF Pennsylvania)
COUNTY OF Allegheny) SS:

On this 23 day of December 2011, before me the subscriber, Michelle Maggio, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Leonard Fitzwater, to me personally known, who stated and acknowledged that he/she is the Vice president of Stonewall Industries, Inc., a Pennsylvania 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 23 day of December, 2011.

Michelle Maggio
(Notary Signature)

My commission expires:

Sept. 30 2013



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

CARS

Twenty (20) railcars bearing reporting marks:

JTSX014004
JTSX014009
JTSX014010
JTSX014029
JTSX014033
JTSX014041
JTSX014055
JTSX014078
JTSX014079
JTSX014098
JTSX014100
JTSX014127
JTSX014131
JTSX014132
JTSX014134
JTSX014138
JTSX014153
JTSX014157
JTSX014185
JTSX014188

LEASE: Railroad Equipment Lease between The David J. Joseph Company and Stella-Jones Corporation (f/k/a Tangent Rail Products, Inc.) dated March 24, 2009.