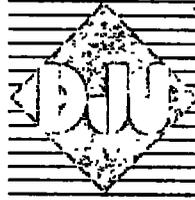


APR 05 '12 -2 22 PM

SURFACE TRANSPORTATION BOARD



April 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 February 23, 2012 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, (40) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated February 23, 2012 related to forty (40) railcars bearing reporting marks: ABS83001 through ABS83040, inclusive.

Please file this as a secondary document under Recordation Number 30091-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 30091. 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) 419-6105.

Sincerely,

Shirley Terry
Administrative Assistant

APR 05 '12 -2 22 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 February 23, 2012 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. 2, Rider No. 3 and Rider No. 4 dated October 1, 2011 between The David J. Joseph Company and Watco Companies, L.L.C. for eighty-six (86) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the Closing Date specified in the Purchase and Sale Agreement by and between Assignor and Assignee dated as of February 23, 2012 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 the Purchase and Sale Agreement by and between Assignor and Assignee dated as of February 23, 2012.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

RAIL CONNECTION, INC.

By: Warren K. Higinbotham

Name: WARREN K. HIGINBOTHAM

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 23rd day of February, 2012, 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 he 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 23rd day of February, 2012.

Julie M. Woodard
(Notary Signature)

My commission expires:

9-24-12

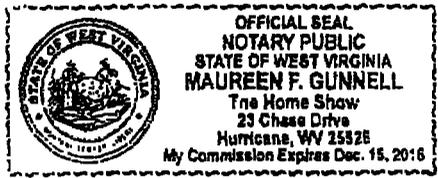


Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2012

STATE OF WV)
) SS:
COUNTY OF Putnam)

On this 24th day of February, 2012, 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 24th day of February, 2012.



Maureen F. Gunnell
(Notary Signature)

My commission expires:
12-15-2016

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

CARS

Eighty-six (86) railcars bearing reporting marks:

ABS317003	ABS400313	ABS 83001	ABS 83031
ABS317014	ABS400314	ABS 83002	ABS 83032
ABS317021	ABS400317	ABS 83003	ABS 83033
ABS317023	ABS081685	ABS 83004	ABS 83034
ABS317026	ABS081690	ABS 83005	ABS 83035
ABS317028	ABS081691	ABS 83006	ABS 83036
ABS317033	ABS081694	ABS 83007	ABS 83037
ABS317037	ABS081695	ABS 83008	ABS 83038
ABS317038	ABS081703	ABS 83009	ABS 83039
ABS317042	ABS081706	ABS 83010	ABS 83040
ABS317046	ABS081708	ABS 83011	
ABS317049	ABS081710	ABS 83012	
ABS317053	ABS081701	ABS 83013	
ABS317057	ABS081711	ABS 83014	
ABS317060		ABS 83015	
ABS317061		ABS 83016	
ABS317062		ABS 83017	
ABS317063		ABS 83018	
ABS317085		ABS 83019	
ABS317087		ABS 83020	
ABS317089		ABS 83021	
ABS317090		ABS 83022	
ABS317100		ABS 83023	
ABS317102		ABS 83024	
ABS317108		ABS 83025	
ABS317119		ABS 83026	
ABS317122		ABS 83027	
ABS317157		ABS 83028	
ABS317160		ABS 83029	
ABS317167		ABS 83030	
ABS317171			
ABS317189			

LEASE: Rider No. 2, Rider No. 3 and Rider No. 4 to the Master Lease Agreement dated October 1, 2011 between The David J. Joseph Company and Watco Companies, L.L.C.