RECORDATION NO 20970-F
FILED
December 07, 2012 10:19 AM
SURFACE TRANSPORTATION BOARD

December 7, 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 November 13, 2012 between the following parties:

Assignor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

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

Please see Schedule 1, attached hereto, for the equipment, (99) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated November 13, 2012 related to ninety-nine (99) railcars bearing reporting marks: CW6500-6599, excluding 6539.

Please file this as a secondary document under Recordation Number 20970-F as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 20970 through 20970-E. The filing fee in the amount of $42.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6294.

Sincerely,

Lindsay Gordin
Staff Assistant

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of November 13, 2012, by and between WELLS FARGO EQUIPMENT FINANCE, INC., a Minnesota corporation ("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 June 16, 1997 and Schedule No. 02 dated October 6, 1997 with Colorado & Wyoming Railway Company, as Lessee (the "Lease"), for ninety-nine (99) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by Assignee to Assignor pursuant to that certain Purchase and Sale Agreement dated December 15, 2008, by and between Assignee, as Seller and Assignor, as Buyer.

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 set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of November 13, 2012.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: _____

Name: Melanie Rennie

Title: Account Services Manager

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

STATE OF MINNESOTA)
) SS:
COUNTY OF DAKOTA)

On this 15 day of November_, 2012, before me the subscriber, Mary BRODERS, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Melanie Renne, to me personally known, who stated and acknowledged that he/she is the ACT SERVICES MGR of Wells Fargo Equipment Finance, Inc., a Minnesota 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 15 day of November, 2012.

MARY A. BRODERS
Notary Public
Minnesota
My Commission Expires January 31, 2013

(Notary Signature)

My commission expires:
1/31/2013

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 13th day of November, 2012 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 13th day of November, 2012.

Angela Denise Watts
(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.

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS:

Ninety-nine (99) railcars bearing reporting marks:

CW 6500-6599, excluding CW 6539

LEASE: Dated June 16, 1997 and Schedule No. 2 dated October 6, 1997 by and between Greenbrier Leasing Corporation (with successors in interest being Key Equipment Finance, The David J. Joseph Company and Wells Fargo Equipment Finance, Inc.) and Colorado & Wyoming Railway Company, as well as the Assignment of Master Lease Agreement Equipment Schedule 02 dated December 29, 1997 between the parties (collectively, the "Lease").