



March 6, 2013

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 18, 2013 between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Ave. Suite 700
Minneapolis, MN 55402

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

Please see Schedule 1, attached hereto, for the equipment, (28) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated February 18, 2013 related twenty-eight (28) railcars bearing reporting marks: DJJX000424-DJJX000453, sporadic.

Please file this as a secondary document under Recordation Number 27337-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 27337. 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 Ross
Staff Assistant

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of February 18, 2013, 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 Railroad Equipment Lease dated November 6, 2007 with Martin Marietta Materials, Inc., as Lessee (the "Lease"), for twenty-eight (28) 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 January 28, 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 February 18, 2013.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: A. Va
Name: Arianna Valera
Title: Loan Admin Manager

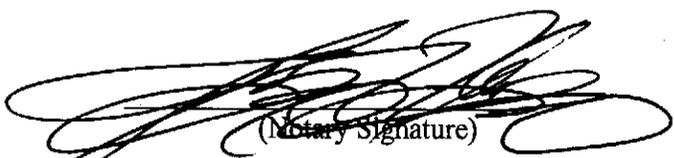
THE DAVID J. JOSEPH COMPANY

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

STATE OF MINNESOTA)
) SS:
COUNTY OF Hennepin)

On this 21st day of February, 2013, before me the subscriber, Thanh T. Huynh, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Arianna Valera, to me personally known, who stated and acknowledged that he/she is the Loan Admin. Manager 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 21st day of February, 2013.


(Notary Signature)

My commission expires:

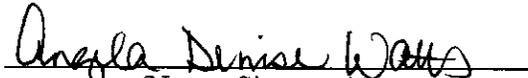
01/31/2015



STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 18th day of February, 2013 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 18th day of February, 2013.


(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:

Twenty-eight (28), railcars bearing reporting marks:

DJXX000424
DJXX000426
DJXX000427
DJXX000428
DJXX000429
DJXX000430
DJXX000432
DJXX000433
DJXX000434
DJXX000435
DJXX000436
DJXX000437
DJXX000438
DJXX000439
DJXX000440
DJXX000441
DJXX000442
DJXX000443
DJXX000444
DJXX000445
DJXX000446
DJXX000447
DJXX000448
DJXX000449
DJXX000450
DJXX000451
DJXX000452
DJXX000453

LEASE: Railroad Equipment Lease dated November 6, 2007.