



March 7, 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: Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, OH 45263

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

Please see Schedule 1, attached hereto, for the equipment, (46) 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 to forty-six (46) railcars bearing reporting marks: JTSX030000 - 030075, sporadic.

Please file this as a secondary document under Recordation Number 26473-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 26473-26473B. 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 **FIFTH THIRD EQUIPMENT FINANCE COMPANY**, an Ohio 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 12, 2006, between The David J. Joseph Company, as Lessor, and Martin Marietta Materials, Inc., as Lessee (the "Lease"), for forty-six (46) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated July 28, 2006, by and between The David J. Joseph Company ("Seller") and Fifth Third Leasing Company.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.

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.

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: Randy Willoughby
Name: RANDY WILLOUGHBY
Title: AVP

THE DAVID J. JOSEPH COMPANY

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

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 19th day of February, 2013, before me the subscriber, Peggy Jo Bode, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Randy Willoughby, to me personally known, who stated and acknowledged that he is the Assistant Vice President of Fifth Third Equipment Finance Company, an Ohio 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 19th day of February, 2013.

Peggy Jo Bode
(Notary Signature)

My commission expires:
3/7/2014

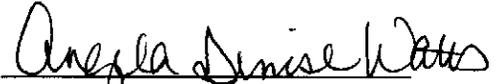


PEGGY JO BODE
Notary Public, State of Ohio
My Commission Expires
March 7, 2014

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:

Forty-six (46) railcars bearing reporting marks:

JTSX030000
JTSX030003
JTSX030004
JTSX030005
JTSX030006
JTSX030008
JTSX030010
JTSX030013
JTSX030014
JTSX030019
JTSX030020
JTSX030021
JTSX030022
JTSX030023
JTSX030024
JTSX030025
JTSX030026
JTSX030027
JTSX030028
JTSX030030
JTSX030031
JTSX030033
JTSX030034
JTSX030036
JTSX030039
JTSX030040
JTSX030041
JTSX030043
JTSX030044
JTSX030046
JTSX030050
JTSX030051
JTSX030052
JTSX030053
JTSX030054
JTSX030056
JTSX030057
JTSX030059
JTSX030060
JTSX030061
JTSX030062
JTSX030068
JTSX030069
JTSX030071
JTSX030073
JTSX030075

LEASE:

Railroad Equipment Lease dated June 12, 2006, between The David J. Joseph Company, as Lessor, and Martin Marietta Materials, Inc., as Lessee, (the "Lease"). Such Lease was originally assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated July 28, 2006, by and between The David J. Joseph Company and Fifth Third Leasing Company.