



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 6, 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, (25) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated February 6, 2013 related twenty-five (25) railcars bearing reporting marks: JTSX079002-079229, sporadic.

Please file this as a secondary document under Recordation Number 27398-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 27398-27398B. 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 6, 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 Master Lease Agreement dated February 18, 2008 and Rider No. 1 dated February 18, 2008 with Commercial Metals Company, as Lessee (the "Lease"), for twenty-five (25) 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 March 3, 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 6, 2013.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: A. Valera

Name: Arianna Valera

Title: Loan Admin Manager

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

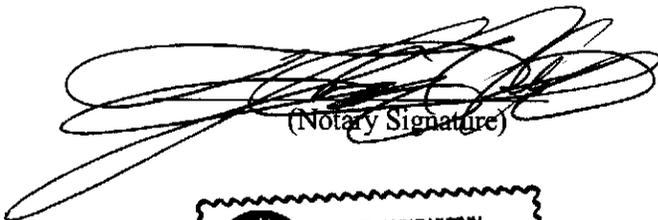
Name: Kelly C. Poellein

Title: Vice President, Finance - Brokerage

STATE OF MINNESOTA)
) SS:
COUNTY OF Hennepin)

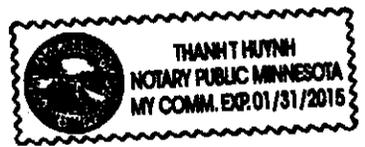
On this 11th day of February, 2013, before me the subscriber, Thanh T. Huynh a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Arianna Valera, to me personally known, who stated and acknowledged that he/she is the Loan 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 11th day of February, 2013.


(Notary Signature)

My commission expires:

01/31/2015



SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS:

Twenty-five (25) railcars bearing reporting marks:

JTSX079002
JTSX079008
JTSX079010
JTSX079017
JTSX079020
JTSX079050
JTSX079060
JTSX079061
JTSX079071
JTSX079088
JTSX079099
JTSX079102
JTSX079114
JTSX079125
JTSX079138
JTSX079144
JTSX079146
JTSX079164
JTSX079165
JTSX079167
JTSX079191
JTSX079211
JTSX079216
JTSX079220
JTSX079229

LEASE: Master Lease Agreement and Rider No. 1 each dated February 18, 2008.