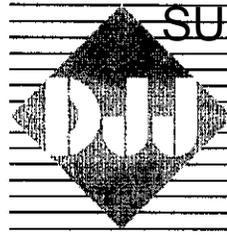


RECORDATION NO. 26473-E
FILED April 26, 2013 10:37 AM
SURFACE TRANSPORTATION BOARD



April 26, 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 March 26, 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 March 26, 2013 related to forty-six (46) railcars bearing reporting marks: JTSX030000 - 030075, sporadic.

Please file this as a secondary document under Recordation Number 26473-E as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 26473-26473D. 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 March 26, 2013 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **FIFTH THIRD EQUIPMENT FINANCE COMPANY**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 12, 2006, as subsequently amended by agreement dated February 15, 2013, between Assignor, as Lessor, and Martin Marietta Materials, Inc., for forty-six (46) railcars bearing the railroad reporting markings set forth on Schedule I.
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.

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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 Purchase and Sale Agreement by and between Assignor and Assignee dated as of March __, 2013.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: Chris

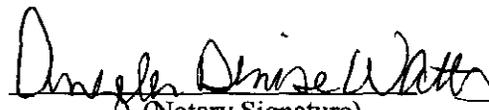
Name: Christopher S. Bell
Vice President

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 21 day of March, 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 21 day of March, 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.

STATE OF Ohio)
) SS:
COUNTY OF Hamilton)

On this 26 day of March, 2013, before me the subscriber, Beth A. Rogers, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Chris S. Bell, to me personally known, who stated and acknowledged that he/she is the Vice President of FIFTH THIRD EQUIPMENT FINANCE COMPANY, a Ohio 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 26 day of March, 2013.

Beth A. Rogers
(Notary Signature)



Beth A. Rogers
Notary Public, State of Ohio
My Commission Expires 05-14-2013

My commission expires:

05-14-2013

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS

Forty-six (46) railcars bearing reporting marks:

JTSX	30000	JTSX	30036
JTSX	30003	JTSX	30039
JTSX	30004	JTSX	30040
JTSX	30005	JTSX	30041
JTSX	30006	JTSX	30043
JTSX	30008	JTSX	30044
JTSX	30010	JTSX	30046
JTSX	30013	JTSX	30050
JTSX	30014	JTSX	30051
JTSX	30019	JTSX	30052
JTSX	30020	JTSX	30053
JTSX	30021	JTSX	30054
JTSX	30022	JTSX	30056
JTSX	30023	JTSX	30057
JTSX	30024	JTSX	30059
JTSX	30025	JTSX	30060
JTSX	30026	JTSX	30061
JTSX	30027	JTSX	30062
JTSX	30028	JTSX	30068
JTSX	30030	JTSX	30069
JTSX	30031	JTSX	30071
JTSX	30033	JTSX	30073
JTSX	30034	JTSX	30075

LEASE: Dated June 12, 2006 between The David J. Joseph Company and Martin Marietta Materials, Inc. as subsequently amended by Amendment No. 1 dated February 15, 2013.