

May 1, 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, (28) 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 twenty-eight (28) railcars bearing reporting marks: DJJX000424 - 000453, sporadic.

Please file this as a secondary document under Recordation Number 27337-E as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27337-27337D. 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 twenty-eight (28) 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.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

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: CS

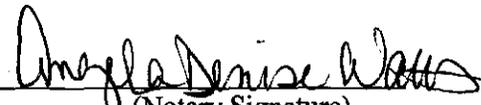
Name: Christopher S. Bell
Vice President

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 20 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 20 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)
COUNTY OF Hamilton) SS:
)

On this 26th 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 Christopher 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 26th day of March, 2013.

Beth A. Rogers
(Notary Signature)

My commission expires:

05-14-2013

**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
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DJXX000446
DJXX000447
DJXX000448
DJXX000449
DJXX000450
DJXX000451
DJXX000452
DJXX000453

LEASE: Dated November 6, 2007 between The David J. Joseph Company and Martin Marietta Materials, Inc. as subsequently amended by Amendment No. 1 dated February 15, 2013.