

RECORDATION NO. 30617-A  
FILED May 2, 2013 01:35 PM  
SURFACE TRANSPORTATION BOARD



May 2, 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 April 23, 2013 between the following parties:

Assignee: First Financial Equipment Finance  
225 East 5<sup>th</sup> Street, Suite 800  
Cincinnati, OH 45202

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

Please see Schedule 1, attached hereto, for the equipment, (15) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated April 23, 2013 related to fifteen (15) railcars bearing reporting marks: UFTX19003-UFTX22072, sporadic.

Please file this as a secondary document under Recordation Number 30617-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 30617. 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 Gordin  
Staff Assistant

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MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of April 23, 2013 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **FIRST FINANCIAL EQUIPMENT FINANCE, LLC**, an Ohio limited liability company ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease dated December 20, 2012, between Assignor, as Lessor, and RSR (Delaware) Inc., as Lessee, for fifteen (15) 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 April 23, 2013.

**THE DAVID J. JOSEPH COMPANY**

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

**FIRST FINANCIAL EQUIPMENT FINANCE, LLC**

By: Shelly Maxwell

Name: Shelly Maxwell

Title: Vice President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 23<sup>rd</sup> day of April, 2013, before me the subscriber, Julie M. Woodard, 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 23<sup>rd</sup> day of April, 2013.

*Julie M Woodard*  
(Notary Signature)

My commission expires:  
9-24-17



Julie M. Woodard  
Notary Public, State of Ohio  
My Commission Expires 09-24-2017

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

On this 25<sup>th</sup> day of April, 2013, before me the subscriber, BEVERLY A. CALLAHAN, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Shelly Maxwell, to me personally known, who stated and acknowledged that he/she is the V P of First Financial Equipment Finance, LLC, an Ohio limited liability company, 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 25<sup>th</sup> day of April, 2013.

Beverly A. Callahan  
(Notary Signature)

My commission expires:

10/15/13



**BEVERLY A. CALLAHAN**  
Notary Public, State of Ohio  
My Commission Expires  
October 15, 2013  
Recorded in Butler County

**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

Fifteen (15), railcars bearing reporting marks:

UFTX 19003  
UFTX 19032  
UFTX 19054  
UFTX 19070  
UFTX 20012  
UFTX 20038  
UFTX 20046  
UFTX 20064  
UFTX 20071  
UFTX 21050  
UFTX 21057  
UFTX 21095  
UFTX 22028  
UFTX 22042  
UFTX 22072

**LEASE:** Railroad Equipment Lease between The David J. Joseph Company and RSR (Delaware) Inc. dated December 20, 2012.