

July 7, 2016

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 June 21, 2016 between the following parties:

Assignee: BB&T Equipment Finance Corporation
600 Washington Avenue, Suite 201
Towson, MD 21204

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

Please see Schedule 1, attached hereto, for the equipment, (38) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated June 21, 2016 related thirty-eight (38) railcars bearing reporting marks: JTSX54009-900019, sporadic.

Please file this as a secondary document under Recordation Number 32205-A as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 32205. The filing fee in the amount of \$43.00 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
Rail Operations Analyst

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement (“Memorandum of Assignment Agreement”) made and entered into as of June 21, 2016 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation (“Assignor”) and **BB&T EQUIPMENT FINANCE CORPORATION**, a North Carolina corporation (“Assignee”).

WITNESSETH:

1. Assignor has sold, assigned and transferred to Assignee that certain Rider No. 1 to the Master Lease Agreement as well as the Master Lease Agreement dated April 12, 2016 as it pertains to Rider No. 1, by and between The David J. Joseph Company and Cox Industries, Inc. (collectively, the “Lease”) for thirty eight (38) railcars bearing the railroad reporting markings set forth on Schedule I (the “Railcars”) pursuant to that certain Purchase and Sale Agreement dated as of June 21, 2016 between Assignor, as Seller and Assignee, as Buyer (the “Agreement”).
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.
3. Pursuant to the Agreement, Assignee has assumed all of Assignor’s rights, title, interest and obligations (except those Retained Obligations expressly retained by Assignor under the terms of the Agreement), in and to the Lease and the Railcars.

[SIGNATURE PAGE TO FOLLOW]

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 June 21, 2016.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

BB&T EQUIPMENT FINANCE CORPORATION

By: Stephen Gray

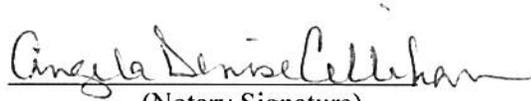
Name: Stephen Gray

Title: Senior Vice President

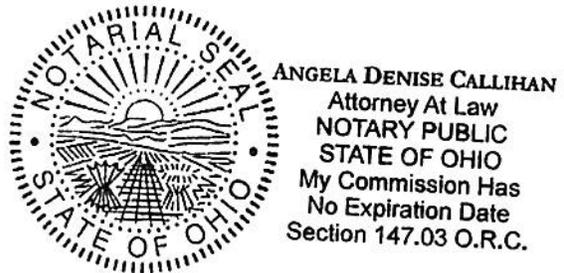
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 21st day of June, 2016, before me the subscriber, Angela Denise Callihan, 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 21st day of June, 2016.


(Notary Signature)

My commission has no expiration.



STATE OF MARYLAND)
) SS:
COUNTY OF BALTIMORE)

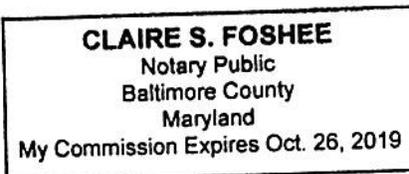
On this 30th day of June, 2016, before me the subscriber, Claire Foshee, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Stephen Gray, to me personally known, who stated and acknowledged that he is the Senior Vice President of BB&T Equipment Finance Corporation, a North Carolina 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 30th day of June, 2016.

Claire S. Foshee
(Notary Signature)

My commission expires:

10/26/2019



SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS:

Thirty-eight (38) railcars bearing reporting marks:

JTSX054009
JTSX054010
JTSX054011
JTSX054012
JTSX054014
JTSX054016
JTSX054017
JTSX054019
JTSX054020
JTSX054021
JTSX054023
JTSX054024
JTSX054025
JTSX054026
JTSX054027
JTSX054028
JTSX054029
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JTSX054032
JTSX054033
JTSX054034
JTSX054035
JTSX054036
JTSX054037
JTSX054050
JTSX054055
JTSX054061
JTSX900005
JTSX900006
JTSX900007
JTSX900011
JTSX900012
JTSX900013
JTSX900014
JTSX900015
JTSX900016
JTSX900018
JTSX900019

LEASE: Rider No. 1 to the Master Lease Agreement dated April 12, 2016 and the Master Lease Agreement dated April 12, 2016 (as it pertains to Rider No. 1) between The David J. Joseph Company and Cox Industries, Inc.