



May 10, 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 25, 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, (35) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated April 25, 2013 related to thirty-five (35) railcars bearing reporting marks: DJTX30637-30686, sporadic.

Please file this as a secondary document under Recordation Number 30692-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 30692. 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 April 25, 2013 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **FIFTH THIRD BANK**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated March 28, 2013, between Assignor, as Lessor, and Ferrous Processing and Trading Co., as Lessee, for thirty-five (35) 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 25, 2013.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance – Brokerage

FIFTH THIRD BANK

By: 

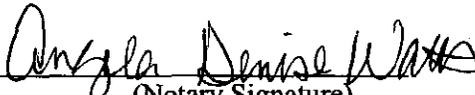
Name: Christopher S. Bell
Vice President

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 25th day of April, 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 25th day of April, 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 25th day of April, 2013, before me the subscriber, Paula McQueen, 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 Bank, 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 25th day of April, 2013.

Paula D. McQueen
(Notary Signature)

My commission expires:



Paula D. McQueen
Notary Public, State of Ohio
My Commission Expires 10-13-2013

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

CARS

Thirty-five (35) railcars bearing reporting marks:

DJTX 30637
DJTX 30638
DJTX 30639
DJTX 30640
DJTX 30641
DJTX 30642
DJTX 30644
DJTX 30645
DJTX 30646
DJTX 30647
DJTX 30648
DJTX 30650
DJTX 30652
DJTX 30654
DJTX 30658
DJTX 30659
DJTX 30660
DJTX 30662
DJTX 30663
DJTX 30664
DJTX 30665
DJTX 30667
DJTX 30668
DJTX 30672
DJTX 30673
DJTX 30674
DJTX 30675
DJTX 30679
DJTX 30680
DJTX 30681
DJTX 30682
DJTX 30683
DJTX 30684
DJTX 30685
DJTX 30686

LEASE: Dated March 28, 2013 between The David J. Joseph Company and Ferrous Processing and Trading Co.