



March 8, 2016

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one (1) copy of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated February 29, 2016 between the following parties:

Lessee: The Yaffee Companies, Incorporated
 G & Lexington
 P.O. Box 916
 Muskogee, OK 74402

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

Please see Exhibit A for the equipment, (5) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of February 29, 2016 related to five (5) railcars bearing reporting marks: DJTX4152-4157, except DJTX4153.

Please file this agreement as a secondary document with recordation number 30293-A as it relates to the previously filed document 30293. The filing fee in amount of \$43.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6294

Sincerely,

A handwritten signature in cursive script that reads 'Lindsay Ross'.

Lindsay Ross
Rail Operations Analyst

**MEMORANDUM OF
AMENDMENT NO. 2 TO
RAILROAD EQUIPMENT LEASE**

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 27th day of February, 2016, is intended to evidence the amendment dated as of February 29, 2016 (the "Amendment No. 2"), between **THE DAVID J. JOSEPH COMPANY** ("Lessor"), and **THE YAFFE COMPANIES, INCORPORATED** ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the five (5) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee was duly filed with the Surface Transportation Board ("STB") on July 12, 2012 with Recordation No. 30293. This Memorandum of Amendment No. 2 should receive Recordation No. 30293-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY
By: *Kelly C. Poellein*
Name: Kelly C. Poellein
Title: Vice President Finance, Brokerage
Date: February 29, 2016

THE YAFFE COMPANIES, INCORPORATED
By: *Lyle Bachman*
Name: LYLE BACHMAN
Title: VP Administration
Date: 2/29/16

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 29th day of February, 2016, by Kelly C. Poellein, the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public



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

STATE OF Oklahoma)
) SS:
COUNTY OF Muskogee)

The foregoing instrument was acknowledged before me this 29th day of February, 2016, by LYLE BACHMANN, the EXECUTIVE VICE PRESIDENT of The Yaffe Companies, Incorporated, an Oklahoma corporation, on behalf of the corporation.

Donna Jean Loftin
Notary Public

My Commission expires:

DONNAJEAN LOFTIN
NOTARY PUBLIC - STATE OF OKLAHOMA
COMMISSION # 06004775
My Commission Expires May 11, 2018
Bonded Through RLI Insurance Company

EXHIBIT A

To the Memorandum of Amendment No. 2 dated February 29, 2016 between The David J. Joseph Company and The Yaffe Companies, Incorporated.

DESCRIPTION OF UNITS

Five (5) railcars bearing reporting marks:

DJTX 4152
DJTX 4154
DJTX 4155
DJTX 4156
DJTX 4157