



October 1, 2015

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 Options, Rights of First Refusal and Remarketing Rights dated September 10, 2015 between the following parties:

Buyer: MainSource Bank  
100 East Business Way, Suite 150  
Cincinnati, OH 45241

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

Please see Schedule 1, attached hereto, for the equipment, (108) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Options, Rights of First Refusal and Remarketing Rights dated September 10, 2015 related to one hundred eight (108) railcars bearing reporting marks: DJTX475479-DJTX475776, sporadic.

Please file this as a secondary document under Recordation Number 31904-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 31904-31904-B. 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,

A handwritten signature in black ink that reads 'Lindsay Ross'. The signature is written in a cursive, flowing style.

Lindsay Ross  
Rail Operations Analyst

Enclosure

**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING  
RIGHTS**

This Memorandum of Options, Rights of First Refusal and Remarketing Rights (the "Memorandum of Rights") is entered into as of the 10<sup>th</sup> day of September, 2015, by and between THE DAVID J. JOSEPH COMPANY, a Delaware Corporation, ("Seller") and MAINSOURCE BANK, an Indiana corporation ("Buyer").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of September 10, 2015 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with the transactions contemplated by the Agreement, Buyer granted Seller certain options, rights of first refusal and remarketing rights, which the parties intend will operate as a lien on the Cars;

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the options, rights of first refusal and remarketing rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said options, rights of first refusal and remarketing rights.

Upon expiration or termination of said options, rights of first refusal and remarketing rights referred to herein, Seller and Buyer shall file an instrument with the Surface Transportation Board of the U.S. Department of Transportation terminating said options, rights of first refusal and remarketing rights of record.

This Memorandum of Rights, being further documentation of the sales, conveyances and transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Rights to be executed and delivered by their duly authorized representatives as of the date set forth above, but shall be effective as of the Closing Date specified in the Agreement.

THE DAVID J. JOSEPH COMPANY

By: Kelley C. Poellein

Name: Kelley C. Poellein

Title: Vice President Finance, Brokerage

MAINSOURCE BANK

By: Shelly Maxwell

Name: Shelly Maxwell

Title: Vice President

STATE OF OHIO            )  
                                      ) SS:  
COUNTY OF HAMILTON )

On this 10<sup>th</sup> day of September, 2015, 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 10<sup>th</sup> day of September, 2015.

  
(Notary Signature)

My commission expires:



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

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

On this 14<sup>th</sup> day of September, 2015, before me the subscriber, PAMELLA B. TURNER 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 she is the Vice President of MainSource Bank, an Indiana 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 \_\_ day of September, 2015.

  
(Notary Signature)

My commission expires:



\_\_\_\_\_  
**Pamela B. Turner**  
Notary Public, State of Ohio  
My Commission Expires 10-13-2019

**SCHEDULE I  
TO  
MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING  
RIGHTS**

**CARS**

One hundred eight (108), railcars bearing reporting marks:

DJTX475479	DJTX475570	DJTX475674
DJTX475482	DJTX475571	DJTX475675
DJTX475483	DJTX475572	DJTX475680
DJTX475486	DJTX475576	DJTX475681
DJTX475488	DJTX475579	DJTX475683
DJTX475489	DJTX475580	DJTX475687
DJTX475492	DJTX475582	DJTX475690
DJTX475493	DJTX475586	DJTX475691
DJTX475495	DJTX475589	DJTX475692
DJTX475497	DJTX475595	DJTX475694
DJTX475500	DJTX475596	DJTX475695
DJTX475501	DJTX475601	DJTX475697
DJTX475506	DJTX475604	DJTX475699
DJTX475509	DJTX475605	DJTX475703
DJTX475510	DJTX475609	DJTX475706
DJTX475512	DJTX475612	DJTX475707
DJTX475516	DJTX475613	DJTX475709
DJTX475519	DJTX475614	DJTX475714
DJTX475521	DJTX475617	DJTX475723
DJTX475527	DJTX475618	DJTX475724
DJTX475529	DJTX475620	DJTX475725
DJTX475532	DJTX475624	DJTX475731
DJTX475539	DJTX475631	DJTX475734
DJTX475541	DJTX475633	DJTX475740
DJTX475542	DJTX475635	DJTX475743
DJTX475544	DJTX475639	DJTX475744
DJTX475546	DJTX475642	DJTX475745
DJTX475551	DJTX475643	DJTX475747
DJTX475553	DJTX475645	DJTX475750
DJTX475555	DJTX475648	DJTX475755
DJTX475557	DJTX475650	DJTX475756
DJTX475558	DJTX475653	DJTX475759
DJTX475559	DJTX475659	DJTX475760
DJTX475564	DJTX475666	DJTX475761
DJTX475566	DJTX475669	DJTX475766
DJTX475567	DJTX475672	DJTX475776

**LEASE:**

Dated August 26, 2013, as subsequently amended, between The David J. Joseph Company and Archer Daniels Midland Company.