



June 4, 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 May 1, 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, (15) 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 May 1, 2015 related to fifteen (15) railcars bearing reporting marks: ZVBX14014-ZVBX460068, sporadic.

Please file this as a secondary document under Recordation Number 27820-K as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27820-27820-J. 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 1<sup>st</sup> day of May, 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 May 1, 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: Kelly C. Poellein

Name: Kelly 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 1<sup>st</sup> day of May, 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 he 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 his 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 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 1<sup>st</sup> day of May, 2015.

*Julie M Woodard*  
\_\_\_\_\_  
(Notary Signature)

My commission expires:



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

STATE OF INDIANA            )  
  ) SS:  
COUNTY OF DECATUR        )

On this 22 day of May, 2015, before me the subscriber, Sandra R Volk, 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 VP of MainSource Bank, an Indiana 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 22 day of May, 2015.

Sandra R Volk  
(Notary Signature)

My commission expires:

June 11, 2020



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

**CARS**

Fifteen (15) railcars bearing reporting marks:

ZVBX014022  
ZVBX014146  
ZVBX014150  
ZVBX014168  
ZVBX014175  
ZVBX014184  
ZVBX460006  
ZVBX460008  
ZVBX460009  
ZVBX460012  
ZVBX460022  
ZVBX460032  
ZVBX460033  
ZVBX460038  
ZVBX460068

**LEASE:** Dated February 11, 2009, as subsequently amended, between The David J. Joseph Company and Ferrous Processing and Trading Co.