



April 5, 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 Options, Rights of First Refusal and Remarketing Rights dated March 24, 2016 between the following parties:

Buyer: First Financial Equipment Finance
225 East 5th Street, Suite 800
Cincinnati, OH 45202

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

Please see Schedule 1, attached hereto, for the equipment, (22) 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 March 24, 2016 related to twenty-two (22) railcars bearing reporting marks: DJJX30025-30222, sporadic and DJTX30773, DJTX30775 and DJTX30798.

Please file this as a secondary document under Recordation Number 29828-I as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 29828-29828-H. 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 cursive script that reads 'Lindsay Ross'.

Lindsay Ross
Rail Operations Analyst

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 24th day of March, 2016, by and between THE DAVID J. JOSEPH COMPANY, a Delaware Corporation, ("Seller") and FIRST FINANCIAL EQUIPMENT FINANCE, LLC, an Ohio limited liability company ("Buyer").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of March, 2016 (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

FIRST FINANCIAL EQUIPMENT FINANCE, LLC

By: Stephen P. Wood

Name: STEPHEN P. Wood

Title: Director

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 24th day of March, 2016, 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 ___24th day of March, 2016.

Julie M Woodard
(Notary Signature)

My commission expires:

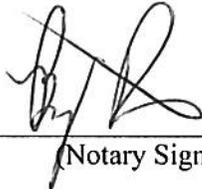


Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2017

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 24th day of March, 2016, before me the subscriber, Benjamin Rosen, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Stephen Wood, to me personally known, who stated and acknowledged that he/she is the Director of First Financial Equipment Finance, LLC, an Ohio limited liability company, 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 24th day of March, 2016.



(Notary Signature)

My commission expires:

6-22-16



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

Twenty two (22), railcars bearing reporting marks:

DJXX 30025
DJXX 30030
DJXX 30032
DJXX 30034
DJXX 30052
DJXX 30055
DJXX 30059
DJXX 30081
DJXX 30084
DJXX 30093
DJXX 30102
DJXX 30107
DJXX 30122
DJXX 30127
DJXX 30135
DJXX 30147
DJXX 30169
DJXX 30207
DJXX 30222
DJTX 30773
DJTX 30775
DJTX 30798

LEASE: Railroad Equipment Lease, as subsequently amended between The David J. Joseph Company and Mid-State Recycling Company dated June 17, 2011.