



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 Assignment and Assumption Agreement dated September 10, 2015 between the following parties:

Assignee: MainSource Bank
100 Easy Business Way, Suite 150
Cincinnati, OH 45241

Assignor: 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 Assignment and Assumption Agreement 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-B as it relates to documents previously filed with the Surface Transportation Board under Recordation 31904-31904-A. 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'.

Lindsay Ross
Rail Operations Analyst

Enclosure

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 10, 2015 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **MAINSOURCE BANK**, an Indiana corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated August 26, 2013, as subsequently amended, between Assignor, as Lessor, and Archer Daniels Midland Company, as Lessee, for one hundred eight (108) 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.

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 September 10, 2015.

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 10th 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 10th day of September, 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 OHIO)
) SS:
COUNTY OF HAMILTON)

On this 14th day of September, 2015, before me the subscriber, PAMELA 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.

Pamela B. Turner
(Notary Signature)

My commission expires:



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

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

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.