



September 19, 2014

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 5, 2014 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, (20) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated September 5, 2014 related to twenty (20) railcars bearing reporting marks: DJTX475408-DJTX475585, sporadic.

Please file this as a secondary document under Recordation Number 31175-A as it relates to documents previously filed with the Surface Transportation Board under Recordation 31175. 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,

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 5, 2014 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 February 18, 2014, between Assignor, as Lessor, and AluChem, Inc., as Lessee, for twenty (20) 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.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

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 5, 2014.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

MAINSOURCE BANK

By: Shelly Maxwell

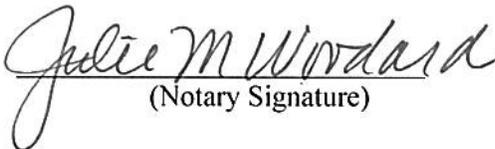
Name: Shelly Maxwell

Title: VICE PRESIDENT

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 5th day of September, 2014, 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 5th day of September, 2014.


(Notary Signature)



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

STATE OF)
) SS:
COUNTY OF)

On this 11th day of September, 2014, before me the subscriber, Melissa D Ferrara 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 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 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 11th day of September, 2014.

Melissa D Ferrara
(Notary Signature)

My commission expires:



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

CARS

Twenty (20) railcars bearing reporting marks:

DJTX475408
DJTX475411
DJTX475416
DJTX475425
DJTX475429
DJTX475433
DJTX475434
DJTX475436
DJTX475456
DJTX475470
DJTX475485
DJTX475562
DJTX475563
DJTX475565
DJTX475611
DJTX475686
DJTX475727
DJTX475757
DJTX475767
DJTX475585

LEASE: Dated February 18, 2014 between The David J. Joseph Company and AluChem, Inc.