



January 9, 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 December 29, 2014 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, (32) 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 December 29, 2014 related to thirty-two (32) railcars bearing reporting marks: CEFX 15479 – CEFX 15566 sporadic; DJTX 465001 – 475075 sporadic; GRPX 944001 and GRPX 944196, sporadic.

Please file this as a secondary document under Recordation Number 31536-B as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 31536-31536-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,

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 29th day of December, 2014, 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 December 29, 2014 (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 29th day of December, 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 29th day of December, 2014.

Julie M. Woodard
(Notary Signature)



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

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 30th day of December 2014, before me the subscriber, KAREN E. BERBERICH, 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 __ day of December 2014.

My commission expires:



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

CARS

Thirty-two (32) railcars bearing reporting marks:

CEFX015490
CEFX015504
CEFX015566
DJTX465001
DJTX475045
DJTX475046
DJTX475048
DJTX475049
DJTX475051
DJTX475052
DJTX475053
DJTX475054
DJTX475055
DJTX475056
DJTX475057
DJTX475059
DJTX475060
DJTX475061
DJTX475062
DJTX475063
DJTX475064
DJTX475065
DJTX475066
DJTX475067
DJTX475068
DJTX475070
DJTX475071
DJTX475073
DJTX475075
DJTX475626
GRPX944001
GRPX944196

LEASE:

Dated December 17, 2014 between The David J. Joseph Company and Alcoa, Inc.