



The David J. Joseph Company

18931-A

JAN 7 1995 - 12 25 PM

January 13, 1995

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Interstate Commerce Commission  
12th & Constitution Ave., NW  
Room 2303  
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two originals of the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of December 15, 1994 between the following parties:

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

**Buyer:** Star Bank, N.A.  
425 Walnut Street  
Mail Location 8135  
Cincinnati, OH 45201-1038

The lease to which this document is connected is recorded under Recordation No. 18931.

Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones  
Documentation Assistant

Enclosures

Railroad Equipment Leasing  
and Marketing Division

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4397

Mail Address:  
P.O. Box 1078  
Cincinnati, OH 45201-1078



Interstate Commerce Commission  
Washington, D.C. 20423-0001

1/17/95

Office Of The Secretary

Julia R. Jones  
Documentation Assistant  
The David J. Joseph Company  
300 Pike St.  
Cincinnati, OH. 45202-4214

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/17/95 at 12:25PM, and assigned recordation number(s), 18931-A, 18931-B, 18989-A, and 19134-A + 19134-B

Sincerely yours,

*Vernon A. Williams*  
Vernon A. Williams  
Secretary

Enclosure(s)

(0100491047)

\$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

*Janice M. Fort*

RECORDATION NO. 18931-A  
FILED THIS

JAN 7 1995 - 12 25 PM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND  
REMARKETING RIGHTS**

This Memorandum of Options, Rights of First Refusal and Remarketing Rights (the "Memorandum") is entered into as of the 15th day of December, 1994 by and between The David J. Joseph Company, a Delaware corporation ("Seller") and Star Bank, N.A., a national banking association ("Buyer").

**WITNESSETH:**

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of December 15, 1994 (the "Agreement") pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule 1 attached hereto (collectively, the "Cars");

WHEREAS, all of the Cars are subject to the Lease identified on Schedule 1 (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 Interstate Commerce Commission terminating said options, rights of first refusal and remarketing rights of record.

This Memorandum, 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 executed this Memorandum as of the date and year first above written.

Signed and acknowledged  
in the presence of:

John R. Maurer  
Steven E. Ward

**STAR BANK, N.A.**

By: [Signature]

Title: Vice President

Signed and acknowledged  
in the presence of:

Steven E. Ward  
[Signature]

**THE DAVID J. JOSEPH COMPANY**

By: [Signature]

Title: Vice President



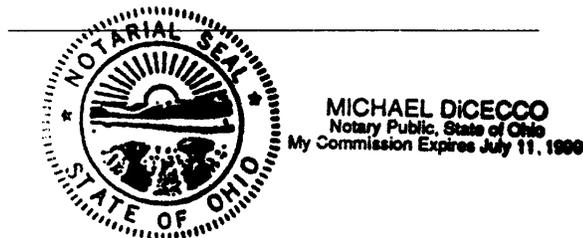
STATE OF OHIO            )  
                                  )    SS:  
COUNTY OF HAMILTON)

On this 15<sup>th</sup> day of December, 1994, before me the subscriber, Michael Dicecco, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kim J. Trombetta to me personally known, who stated and acknowledged that he is the Vice President of Star Bank, N.A., a national banking association, 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 the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument 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 15<sup>th</sup> day of December, 1994.

Michael Dicecco  
(Notary Signature)

My commission expires:



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

LEASE: Dated July 16, 1994 between Wisconsin Central Ltd. as Lessee and The David J. Joseph Company as Lessor.

CARS: Forty-three (43), 100 ton, open top hopper railcars currently bearing reporting marks as follows:

WC 200	WC 212	WC 226	WC 238
WC 201	WC 213	WC 227	WC 239
WC 202	WC 215	WC 228	WC 240
WC 203	WC 217	WC 229	WC 241
WC 204	WC 218	WC 230	WC 242
WC 205	WC 219	WC 231	WC 243
WC 206	WC 220	WC 233	WC 244
WC 207	WC 221	WC 234	WC 246
WC 209	WC 223	WC 235	WC 247
WC 210	WC 224	WC 236	WC 249
WC 211	WC 225	WC 237	