

RECORDATION NO. 27059-B FILED

JUL 16 '07 -4 20 PM

SURFACE TRANSPORTATION BOARD



July 16, 2007

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W., Suite 715  
Washington, DC 20423-0006

Dear Mr. Williams:

Please find attached, one (1) copy of the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated June 27, 2007 between the following parties:

Buyer: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue, Suite 700  
Minneapolis, MN 55402

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

Please see Schedule 1 attached hereto for the equipment, (30) 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 June 27, 2007 related to thirty (30) railcars bearing reporting marks: JOGX 8939 - 8968, inclusive.

Please file this as a secondary document under Recordation Number 27059-B as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27059 through 27059-A. The filing fee in the amount of \$35.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard  
Documentation Coordinator

Enclosures

**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 27<sup>th</sup> day of June, 2007, by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation, ("Seller") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Buyer").

**WITNESSETH:**

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of June 27, 2007 (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.

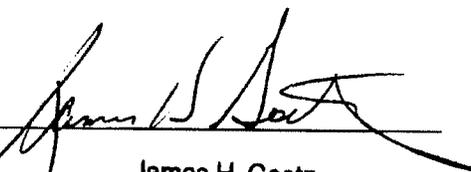
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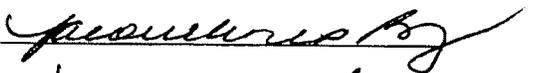
SURFACE TRANSPORTATION BOARD

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:   
Name: James H. Goetz  
Executive VP & CFO  
Title: \_\_\_\_\_

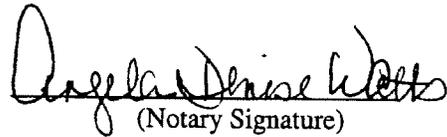
**WELLS FARGO EQUIPMENT FINANCE, INC.**

By:   
Name: Suzanne Barragan  
Title: SVP

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 27<sup>th</sup> day of June, 2007, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the EVP + CFO 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 27<sup>th</sup> day of June, 2007.

  
(Notary Signature)

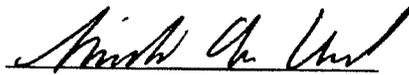
My commission expires:  
\_\_\_\_\_

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF MINNESOTA )  
 ) SS:  
COUNTY OF Hennepin )

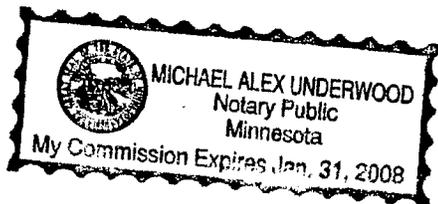
On this 3<sup>rd</sup> day of July, 2007, before me the subscriber, Michael Alex Underwood, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Jacqueline Barragan, to me personally known, who stated and acknowledged that he/she is the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota 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 3<sup>rd</sup> day of July, 2007.

  
(Notary Signature)

My commission expires:

January 31, 2008



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

**CARS**

Thirty (30), 1971 built, 1991-1992 rebuilt, 2-pocket aggregate open top hopper railcars currently bear JTSX reporting marks and will be restencilled as follows:

<b>CURRENT NUMBER</b>		<b>NEW NUMBER</b>	
JTSX	900627	JOGX	8939
JTSX	900628	JOGX	8940
JTSX	900629	JOGX	8941
JTSX	900630	JOGX	8942
JTSX	900631	JOGX	8943
JTSX	900632	JOGX	8944
JTSX	900633	JOGX	8945
JTSX	900634	JOGX	8946
JTSX	900635	JOGX	8947
JTSX	900636	JOGX	8948
JTSX	900637	JOGX	8949
JTSX	900638	JOGX	8950
JTSX	900639	JOGX	8951
JTSX	900640	JOGX	8952
JTSX	900641	JOGX	8953
JTSX	900642	JOGX	8954
JTSX	900643	JOGX	8955
JTSX	900644	JOGX	8956
JTSX	900645	JOGX	8957
JTSX	900646	JOGX	8958
JTSX	900647	JOGX	8959
JTSX	900648	JOGX	8960
JTSX	900649	JOGX	8961
JTSX	900650	JOGX	8962
JTSX	900651	JOGX	8963
JTSX	900652	JOGX	8964
JTSX	900653	JOGX	8965
JTSX	900654	JOGX	8966
JTSX	900655	JOGX	8967
JTSX	900656	JOGX	8968

**LEASE:** Dated May 25, 2007 by and between The David J. Joseph Company and Jointa Galusha, LLC with D.A. Collins Construction Company as Guarantor.