

NOV 03 '09

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SURFACE TRANSPORTATION BOARD



November 3, 2009

Ms. Anne K. Quinlan, Esq.
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached, one (1) copy of the Memorandum of Options and Remarketing Rights dated October 26, 2009 between the following parties:

Buyer: The Fifth Third Leasing Company
 38 Fountain Square Plaza
 Cincinnati, OH 45263

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

Please see Schedule 1 attached hereto for the equipment, (69) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Options and Remarketing Rights dated October 26, 2009 related to sixty-nine (69) railcars bearing reporting marks: JTSX 300225 - 300432, sporadic.

Please file this as a secondary document under Recordation Number 25134-G as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 25134 through 25134-F. The filing fee in the amount of \$41.00 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,

A handwritten signature in cursive script that reads 'Julie Woodard'.

Julie Woodard
Documentation Coordinator

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF OPTIONS AND REMARKETING RIGHTS

This Memorandum of Options and Remarketing Rights (the "Memorandum of Rights") is entered into as of the 26th day of October, 2009, by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation, ("Seller") and **THE FIFTH THIRD LEASING COMPANY**, an Ohio corporation ("Buyer").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of October 26, 2009 (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 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 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 and remarketing rights.

Upon expiration or termination of said options 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 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: _____

Name: James H. Goetz

Title: Executive Vice President & CFO

THE FIFTH THIRD LEASING COMPANY

By: _____

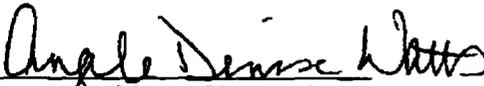
Name: Christopher S. Bell
Vice President

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 26th day of October, 2009, 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 Executive Vice President & 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 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 26th day of October, 2009.


(Notary Signature)

My commission expires:

No expiration

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)
) SS:
COUNTY OF)

On this 28 day of October, 2009, before me the subscriber, Karen Waymeyer, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Christopher S Bell, to me personally known, who stated and acknowledged that he/she is the V.P. of The Fifth Thrd Leasing Company, a Ohio 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 28 day of October, 2009.

Karen Waymeyer
(Notary Signature)

My commission expires:
KAREN WAYMEYER
Notary Public, State of Ohio
My Commission Expires 11-25-2012



**SCHEDULE I
TO
MEMORANDUM OF OPTIONS AND REMARKETING RIGHTS**

CARS

Sixty-nine (69) railcars bearing reporting marks:

JTSX300225
JTSX300226
JTSX300228
JTSX300229
JTSX300231
JTSX300232
JTSX300233
JTSX300234
JTSX300236
JTSX300238
JTSX300239
JTSX300240
JTSX300241
JTSX300242
JTSX300244
JTSX300246
JTSX300247
JTSX300248
JTSX300249
JTSX300251
JTSX300252
JTSX300254
JTSX300255
JTSX300256
JTSX300258
JTSX300259
JTSX300261
JTSX300262
JTSX300263
JTSX300264
JTSX300266
JTSX300267
JTSX300268
JTSX300269
JTSX300272
JTSX300277
JTSX300279
JTSX300284
JTSX300285
JTSX300286
JTSX300288
JTSX300290
JTSX300292
JTSX300295
JTSX300298
JTSX300300
JTSX300301
JTSX300303
JTSX300304
JTSX300305
JTSX300307
JTSX300308
JTSX300310
JTSX300311
JTSX300312
JTSX300313
JTSX300314
JTSX300316
JTSX300318
JTSX300322
JTSX300323
JTSX300324

JTSX300325
JTSX300326
JTSX300328
JTSX300329
JTSX300330
JTSX300336
JTSX300432

LEASE: Dated April 5, 2004 between The David J. Joseph Company and Marathon Petroleum Company LLC, as amended by agreements dated July 28, 2004 and October 23, 2009.