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SURFACE TRANSPORTATION BOARD



March 9, 2010

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 February 25, 2010 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, (112) 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 February 25, 2010 related to one hundred twelve (112) railcars bearing reporting marks: JTSX 13001-87262, sporadic.

Please file this as a secondary document under Recordation Number 28998-B as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 28998 through 28998-A. 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,

Julie Woodard  
Documentation Coordinator

Enclosure

Rail Equipment Group

300 Pike Street  
Cincinnati, OH 45202-4214  
Phone (513) 419-6200  
Fax (513) 419-6221

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SURFACE TRANSPORTATION BOARD

**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 25<sup>th</sup> day of February, 2010, 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 February 25, 2010 (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;

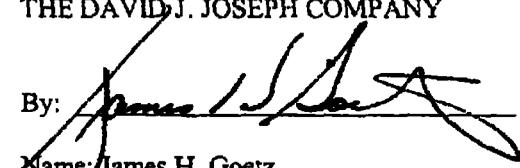
NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the options, rights of first refusal and remarketing rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said 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: 

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 25<sup>th</sup> day of February, 2010, 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 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 25<sup>th</sup> day of February, 2010.

  
(Notary Signature)

My commission has 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 \_\_ day of February, 2010, before me the subscriber, \_\_\_\_\_, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named \_\_\_\_\_, to me personally known, who stated and acknowledged that he/she is the \_\_\_\_\_ of The Fifth Third Leasing Company, an 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 \_\_ day of February, 2010.

\_\_\_\_\_  
(Notary Signature)

My commission expires:

\_\_\_\_\_

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

One hundred twelve (112) railcars bearing reporting marks as follows:

JTSX013001  
JTSX013008  
JTSX013010  
JTSX013011  
JTSX013015  
JTSX013018  
JTSX013022  
JTSX013025  
JTSX013031  
JTSX013032  
JTSX013041  
JTSX013048  
JTSX013062  
JTSX013095  
JTSX014007  
JTSX014018  
JTSX014019  
JTSX014045  
JTSX014047  
JTSX014049  
JTSX014051  
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JTSX087260  
JTSX087262

**LEASE:** Dated May 23, 2008 between The David J. Joseph Company and Hoosier Energy Rural Electric Cooperative, Inc.