

JUL 12 '12 -9 3 8 AM

SURFACE TRANSPORTATION BOARD



July 12, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Railroad Equipment Lease Agreement dated as of May 24, 2012 between the following parties:

Lessee: The Yaffe Companies, Inc.
 G & Lexington
 P.O. Box 916
 Muskogee, OK 74402

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

Please see Exhibit A for the equipment, (7) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of May 24, 2012 related to seven (7) railcars bearing reporting marks: DJTX4151 through DJTX4157, inclusive.

Please file this agreement as a primary document. The filing fee in the amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6105.

Sincerely,

Shirley Terry
Administrative Assistant

JUL 12 '12 -9 38 AM

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 24th day of May, 2012, is intended to evidence the lease dated as of May 24, 2012 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Lessor"), and THE YAFFE COMPANIES, INCORPORATED, an Oklahoma corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the seven (7) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

THE YAFFE COMPANIES, INCORPORATED

By: Kelly C. PoelleinBy: [Signature]Name: Kelly C. PoelleinName: GLENN YAFFETitle: Vice President Finance, BrokerageTitle: PRESIDENTDate: May 24, 2012Date: 5/30/12

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 24th day of May, 2012, by Kelly C. Poellein, the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Julie M Woodard
Notary Public

My Commission expires:
9-24-12



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2012

STATE OF _____)
)
COUNTY OF _____) SS:

The foregoing instrument was acknowledged before me this 30th day of May, 2012, by _____, the _____ of The Wood Energy Group, Inc., a Missouri corporation, on behalf of the corporation.

Donna Jean Loftin
Notary Public

My Commission expires:
5-11-2014



EXHIBIT A

To the Memorandum of Lease dated May 24, 2012, between The David J. Joseph Company and The Yaffe Companies, Incorporated.

DESCRIPTION OF UNITS

Seven (7) railcars bearing reporting marks DJTX 4151-4157, inclusive.