

RECORDATION NO. 27337-F
FILED May 1, 2013 10:40 AM
SURFACE TRANSPORTATION BOARD



May 1, 2013

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 March 26, 2013 between the following parties:

Buyer:	Fifth Third Bank 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, (28) 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 March 26, 2013 related to twenty-eight (28) railcars bearing reporting marks: DJJX000424-000453, sporadic.

Please file this as a secondary document under Recordation Number 27337F as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27337-27337E. The filing fee in the amount of \$42.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6294.

Sincerely,

Lindsay Ross
Staff Assistant

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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 March, 2013, by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation, ("Seller") and **FIFTH THIRD EQUIPMENT FINANCE COMPANY**, an Ohio corporation ("Buyer").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of March 26, 2013 (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: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President, Finance – Brokerage

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: Christopher S. Bell

Name: Christopher S. Bell
Vice President

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 21 day of March, 2013, 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 Kelly C. Poellein, to me personally known, who stated and acknowledged that she is the Vice President, Finance – Brokerage 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 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 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 21 day of March, 2013.

Angela Denise Watts
(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 Ohio)
COUNTY OF Hamilton) SS:

On this 20th day of March, 2013, before me the subscriber, Paula D. McQueen, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Christophers. Bell, to me personally known, who stated and acknowledged that he/she is the Vice President of FIFTH THIRD EQUIPMENT FINANCE 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 20th day of March, 2013.

Paula D. McQueen
(Notary Signature)

My Commission expires:



Paula D. McQueen
Notary Public, State of Ohio
My Commission Expires 10-13-2013

SCHEDULE I
TO
MEMORANDUM OF OPTIONS AND REMARKETING RIGHTS

CARS

Twenty-eight (28) railcars bearing reporting marks:

DJJX000424
DJJX000426
DJJX000427
DJJX000428
DJJX000429
DJJX000430
DJJX000432
DJJX000433
DJJX000434
DJJX000435
DJJX000436
DJJX000437
DJJX000438
DJJX000439
DJJX000440
DJJX000441
DJJX000442
DJJX000443
DJJX000444
DJJX000445
DJJX000446
DJJX000447
DJJX000448
DJJX000449
DJJX000450
DJJX000451
DJJX000452
DJJX000453

LEASE: Dated November 6, 2007 between The David J. Joseph Company and Martin Marietta Materials, Inc. as subsequently amended by Amendment No. 1 dated February 15, 2013.