



May 3, 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 April 23, 2013 between the following parties:

Buyer: First Financial Equipment Finance
225 East 5th Street, Suite 800
Cincinnati, OH 45202

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, Rights of First Refusal and Remarketing Rights dated April 23, 2013 related to sixty-nine (69) railcars bearing reporting marks: JTSX300225-JTSX300432, sporadic.

Please file this as a secondary document under Recordation Number 25134K as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 25134-25134J. 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

**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 23rd day of April, 2013, by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation, ("Seller") and **FIRST FINANCIAL EQUIPMENT FINANCE, LLC**, an Ohio limited liability company ("Buyer").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of April 23, 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, 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: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

FIRST FINANCIAL EQUIPMENT FINANCE, LLC

By: Shelly Maxwell

Name: Shelly Maxwell

Title: VICE PRESIDENT

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 23rd day of April, 2013, before me the subscriber, Julie M. Woodard, 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 he 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 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 23rd day of April, 2013.

Julie M Woodard

(Notary Signature)

My commission expires:

9-24-17



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2017

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 25th day of April, 2013, before me the subscriber, BEVERLY A. CALLAHAN, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Shelly Maxwell, to me personally known, who stated and acknowledged that he/she is the Vice President of First Financial Equipment Finance, LLC., an Ohio limited liability company, 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 25th day of April, 2013.

Beverly A. Callahan
(Notary Signature)

My commission expires:

10/15/13



BEVERLY A. CALLAHAN
Notary Public, State of Ohio
My Commission Expires
October 15, 2013
Recorded in Butler County

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

CARS:

Sixty-nine (69), railcars bearing reporting marks:

JTSX300225	JTSX300277
JTSX300226	JTSX300279
JTSX300228	JTSX300284
JTSX300229	JTSX300285
JTSX300231	JTSX300286
JTSX300232	JTSX300288
JTSX300233	JTSX300290
JTSX300234	JTSX300292
JTSX300236	JTSX300295
JTSX300238	JTSX300298
JTSX300239	JTSX300300
JTSX300240	JTSX300301
JTSX300241	JTSX300303
JTSX300242	JTSX300304
JTSX300244	JTSX300305
JTSX300246	JTSX300307
JTSX300247	JTSX300308
JTSX300248	JTSX300310
JTSX300249	JTSX300311
JTSX300251	JTSX300312
JTSX300252	JTSX300313
JTSX300254	JTSX300314
JTSX300255	JTSX300316
JTSX300256	JTSX300318
JTSX300258	JTSX300322
JTSX300259	JTSX300323
JTSX300261	JTSX300324
JTSX300262	JTSX300325
JTSX300263	JTSX300326
JTSX300264	JTSX300328
JTSX300266	JTSX300329
JTSX300267	JTSX300330
JTSX300268	JTSX300336
JTSX300269	JTSX300432
JTSX300272	

LEASE: Dated April 5, 2004 by and between The David J. Joseph Company and Marathon Petroleum Company LP and Amendment No. 1 dated July 28, 2004, Amendment No. 2 dated October 23, 2009, and Amendment No. 3 dated March 25, 2013