



August 12, 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 July 25, 2013 between the following parties:

Buyer: First Financial Bank
255 East 5th Street Ste 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, (100) 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 July 25, 2013 related to one hundred (100) railcars bearing reporting marks: DJTX515001-DJTX515100, inclusive

Please file this as a secondary document under Recordation Number 30863-B as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 30863-30863-A. 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 25th day of July, 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 July 25, 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 26 day of July, 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 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 26 day of July, 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 27 day of July, 2013, before me the subscriber, Louis DeBlasio, 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 27 day of July, 2013.

Louis DeBlasio
(Notary Signature)

My commission expires:



LOUIS DEBLASIO
Notary Public, State of Ohio
My Commission Expires
October 13, 2015

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

One hundred (100), railcars bearing reporting marks:

Car Number	To Be Restenciled to:		
DJTX 515001			
DJTX 515002			
DJTX 515003			
DJTX 515004			
DJTX 515005			
DJTX 515006			
DJTX 515007			
DJTX 515008			
DJTX 515009			
DJTX 515010			
DJTX 515011			
DJTX 515012			
DJTX 515013			
<table border="1"><tr><td>NRLX</td><td>5163</td></tr></table>	NRLX	5163	DJTX 515014
NRLX	5163		
DJTX 515015			
DJTX 515016			
DJTX 515017			
DJTX 515018			
DJTX 515019			
DJTX 515020			
DJTX 515021			
<table border="1"><tr><td>NRLX</td><td>5172</td></tr></table>	NRLX	5172	DJTX 515022
NRLX	5172		
DJTX 515023			
DJTX 515024			
DJTX 515025			
DJTX 515026			
DJTX 515027			
DJTX 515028			
DJTX 515029			
DJTX 515030			
DJTX 515031			
DJTX 515032			
DJTX 515033			
DJTX 515034			
DJTX 515035			
DJTX 515036			
DJTX 515037			

DJTX 515038
DJTX 515039
DJTX 515040
DJTX 515041
DJTX 515042
DJTX 515043
DJTX 515044
DJTX 515045
DJTX 515046
DJTX 515047
DJTX 515048
DJTX 515049
DJTX 515050
DJTX 515051
DJTX 515052
DJTX 515053
DJTX 515054
DJTX 515055
DJTX 515056
DJTX 515057
DJTX 515058
DJTX 515059
DJTX 515060
DJTX 515061
DJTX 515062
DJTX 515063
DJTX 515064
DJTX 515065
DJTX 515066

NRLX	5217	DJTX	515067
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DJTX 515068
DJTX 515069
DJTX 515070
DJTX 515071
DJTX 515072
DJTX 515073
DJTX 515074
DJTX 515075
DJTX 515076
DJTX 515077
DJTX 515078
DJTX 515079
DJTX 515080

DJTX	515081		
DJTX	515082		
DJTX	515083		
DJTX	515084		
NRLX	5235	DJTX	515085
DJTX	515086		
DJTX	515087		
DJTX	515088		
DJTX	515089		
DJTX	515090		
DJTX	515091		
DJTX	515092		
DJTX	515093		
DJTX	515094		
DJTX	515095		
DJTX	515096		
DJTX	515097		
DJTX	515098		
DJTX	515099		
DJTX	515100		

LEASE: Master Lease Agreement and Rider No. 1 between The David J. Joseph Company and Tata Chemicals (Soda Ash) Partners dated June 24, 2013.