



April 14, 2015

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 Partial Release dated April 10, 2015, and effective as of April 10, 2015 between the following parties:

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

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

This filing is to appear in the index as follows: Partial Release effective April 10, 2015 related to forty-seven (47) railcars bearing reporting marks: DJTX542001-DJTX542047, inclusive.

Please file this as a secondary document under Recordation Number 32032-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 32032-32032-C. The filing fee in the amount of \$43.00 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  
Rail Operations Analyst

This Release is entered into as of April 10, 2015, and effective as of April 10, 2015, between The David J. Joseph Company, a Delaware corporation ("Joseph") and First Financial Equipment Finance, LLC, an Ohio limited liability company ("First Financial").

WHEREAS, Joseph and First Financial are parties to a Purchase and Sale Agreement dated as of June 8, 2012 (the "Agreement") pursuant to which (a) First Financial purchased the railroad cars identified on Exhibit A hereto (the "Railcars") and (b) First Financial granted Joseph certain rights in such Railcars which operated as a lien upon such Railcars;

WHEREAS, Joseph and First Financial memorialized the Agreement of record by filing a Memorandum of Options, Rights of First Refusal and Remarketing Rights between Joseph and First Financial (the "Memorandum of Options, Rights of First Refusal and Remarketing Rights") with the Surface Transportation Board (the "STB"); and

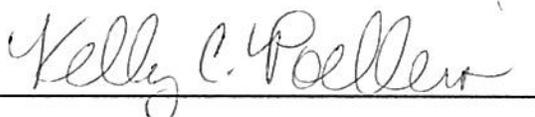
WHEREAS, the Memorandum of Options, Rights of First Refusal and Remarketing Rights was recorded with the STB and assigned recordation number 30232-B;

NOW THEREFORE, in consideration of the premises and mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties agree as follows:

1. The Memorandum of Options, Rights of First Refusal and Remarketing Rights is hereby terminated. The parties hereby (a) release all rights, interests or claims to, and all liens and encumbrances upon, the Railcars as given under the Memorandum of Options, Rights of First Refusal and Remarketing Rights.
2. The parties desire to execute this Release for purposes of memorializing of record the agreements set forth herein.
3. This Release may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

**IN WITNESS WHEREOF**, this Release has been duly executed by the duly authorized officer of Joseph as of the date and year first above written.

**THE DAVID J. JOSEPH COMPANY**

By: 

**Title: Vice President, Finance – Brokerage**

State of OHIO                    )  
County of HAMILTON        ) ss

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of April, 2015 by Kelly C. Poellein, the Vice President, Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the said corporation.

  
\_\_\_\_\_  
Notary Public



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

## EXHIBIT A

**RAILCARS:** Forty seven (47) railcars bearing reporting marks:

DJTX542001  
DJTX542002  
DJTX542003  
DJTX542004  
DJTX542005  
DJTX542006  
DJTX542007  
DJTX542008  
DJTX542009  
DJTX542010  
DJTX542011  
DJTX542012  
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DJTX542014  
DJTX542015  
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DJTX542046  
DJTX542047