



January 14, 2014

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 January 10, 2014, and effective as of December 18, 2013 between the following parties:

Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

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

This filing is to appear in the index as follows: Partial Release effective December 18, 2013 related to thirty-five (35) railcars bearing reporting marks: UCSX2003-2099, sporadic.

Please file this as a secondary document under Recordation Number 24771-G as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 24771 through 24771-F. The filing fee in the amount of \$44.00 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

PARTIAL RELEASE

This Release is entered into as of January 10, 2014, and effective as of December 18, 2013, between The David J. Joseph Company, a Delaware corporation ("Joseph") and The Fifth Third Leasing Company, an Ohio corporation ("Fifth Third").

WHEREAS, Joseph and Fifth Third are parties to a Purchase and Sale Agreement dated as of January 23, 2009 (the "Agreement") pursuant to which (a) Fifth Third purchased the railroad cars identified on Exhibit A hereto (the "Railcars") and (b) Fifth Third granted Joseph certain rights in such Railcars which operated as a lien upon such Railcars;

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

WHEREAS, the Memorandum of Options and Remarketing Rights was recorded with the STB and assigned recordation number 24771-F;

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 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: Kelly C. Poellner

Title: Vice President, Finance – Brokerage

State of OHIO)
County of HAMILTON) ss

The foregoing instrument was acknowledged before me this 10th day of January, 2014 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

My Commission expires:



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

EXHIBIT A

RAILCARS: Thirty-five (35) railcars bearing reporting marks as follows:

UCSX 2003, 2006, 2008, 2009, 2016, 2021, 2023, 2029, 2053, 2055, 2056, 2058, 2061, 2062, 2063, 2067, 2069, 2070, 2072, 2073, 2077, 2078, 2080, 2081, 2083, 2084, 2085, 2088, 2089, 2090, 2091, 2092, 2097, 2098, 2099