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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 23, 1999

RECORDATION NO. 18721-S FILED

MAR 23 '99 11-15 AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Lien of Equipment Finance Lease, dated as of March 22, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Finance Lease previously filed with the Commission under Recordation Number 18721.

The names and addresses of the parties to the enclosed document are:

Lessor: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, Ohio 45263

Lessee: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is:

659 railcars set forth on Exhibit A attached to the Release

Also enclosed is a check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

Surface Transportation Board
Washington, D.C. 20423-0001

March 23, 1999

Robert W. Alvord
Alvord & Alvord
918 16th Street NW
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on March 23, 1999 at 11:15 AM, and assigned recordation number(s) 18721-S, and 20037-G.

Sincerely Yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

$ 52.00 (charged to account) The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: Talecia M. Stokes

RECORDATION NO. 18721-S FILED

MAR 23 '99 11-15 AM

RELEASE OF LIEN
OF
EQUIPMENT FINANCE LEASE

This Release of Lien of Equipment Finance Lease (the "Release") releases the lien created by that certain Equipment Finance Lease dated as of December 29, 1993 (the "Lease"), bearing Surface Transportation Board ("STB") Recordation No. 18721 dated February 28, 1994, and subsequent amendments bearing Recordation Nos. 18721-A thru Q (hereinafter, the "Amendments"), between The Fifth Third Leasing Company as Lessor ("Lessor") and The David J. Joseph Company as Lessee ("Lessee"), relating to 659 railcars as set forth on Exhibit A attached hereto (hereinafter, the "Equipment").

WHEREAS, Lessor and Lessee executed the Lease relating to the Equipment. Such Lease expired December 31, 1998; and

WHEREAS, Lessee has purchased the Equipment from Lessor, and by such act, all interest of the Lessee, its successors and assigns, in the Equipment arising pursuant to the Lease has been terminated;

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor submits the following:

1. Lessee has purchased the Equipment from Lessor.

2. All interest of the Lessee, its successors and assigns, in the Equipment arising pursuant to the Lease has been terminated.

3. The Lessor hereby releases any lien created by or arising out of the Lease.

4. This Release shall be recorded with the Surface Transportation Board so as to record the release of the lien against the Equipment constituted by the Lease.

IN WITNESS WHEREOF, the Lessor has caused this Release to be duly executed by its authorized officer as of the 22nd day of March, 1999.

WITNESS:

THE FIFTH THIRD LEASING COMPANY

By: Marsha J. Bubeck

Name: MARSHA J. BUBECK

Title: ASST. CASHIER

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 22nd day of March, 1999, by Marsha Bubeck, the Asst. Cashier of The Fifth Third Leasing Company, an Ohio corporation, on behalf of the corporation.

Shelley B. Bacon
Notary Public

My Commission expires:

July 22, 2002

NOTARIAL SEAL STATE OF OHIO

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

CAR LISTING FOR 5/3 BANK SALE-LEASEBACK 3/18/99

CAR NO.		CAR NO.		CAR NO.		CAR NO.		CAR NO.	
DJJX	2401	DJJX	2278	DJJX	2490	DJJX	3241		
DJJX	2402	DJJX	2279	DJJX	2491	DJJX	3236		
DJJX	2403	DJJX	2280	DJJX	2492	DJJX	3206		
DJJX	2404	DJJX	2450	DJJX	2493	DJJX	3237		
DJJX	2405	DJJX	2451	DJJX	2494	DJJX	3239		
DJJX	2406	DJJX	2452	DJJX	2495	DJJX	3238		
DJJX	2407	DJJX	2453	DJJX	2496	DJJX	3234		
DJJX	2408	DJJX	2454	DJJX	2497	DJJX	3235		
DJJX	2409	DJJX	2455	DJJX	2447	DJJX	3210		
DJJX	2410	DJJX	2456	DJJX	2448	DJJX	3208		
DJJX	2411	DJJX	2457	DJJX	2449	DJJX	3200		
DJJX	2412	DJJX	2458	DJJX	2800	DJJX	3218		
DJJX	2413	DJJX	2459	DJJX	2801	DJJX	3213		
DJJX	2414	DJJX	2460	DJJX	2802	DJJX	3214		
DJJX	2415	DJJX	2461	DJJX	2803	DJJX	3202		
DJJX	2416	DJJX	2462	DJJX	2804	DJJX	3207		
DJJX	2417	DJJX	2463	DJJX	2805	DJJX	3209		
DJJX	2418	DJJX	2464	DJJX	2806	DJJX	3211		
DJJX	2419	DJJX	2465	DJJX	2807	DJJX	3201		
DJJX	2420	DJJX	2466	DJJX	2808	DJJX	3220		
DJJX	2421	DJJX	2467	DJJX	2809	DJJX	3225		
DJJX	2422	DJJX	2468	DJJX	2810	DJJX	3205		
DJJX	2423	DJJX	2469	DJJX	2811	DJJX	3227		
DJJX	2424	DJJX	2470	DJJX	2812	DJJX	3223		
DJJX	2425	DJJX	2471	DJJX	2813	DJJX	3216		
DJJX	2426	DJJX	2472	DJJX	4907	DJJX	3229		
DJJX	2427	DJJX	2473	DJJX	2815	DJJX	3224		
RLMX	8479	DJJX	2474	DJJX	2816	RLMX	8452		
DJJX	4612	DJJX	2328	DJJX	2817	RLMX	8505		
DJJX	2430	DJJX	2329	DJJX	2818	RLMX	8507		
DJJX	2431	DJJX	2330	DJJX	2819	RLMX	8518		
DJJX	2432	DJJX	2475	DJJX	2820	RLMX	8532		
DJJX	2433	DJJX	2476	DJJX	3003	RLMX	8540		
DJJX	2434	DJJX	2477	RLMX	8551	RLMX	8542		
DJJX	2435	DJJX	2478	DJJX	3005	RLMX	8527		
DJJX	2436	DJJX	2479	DJJX	3007	RLMX	8531		
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DJJX	2441	DJJX	2484	DJJX	3240				
DJJX	2442	DJJX	2485						
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DJJX	2444	DJJX	2487						
DJJX	2445	DJJX	2488						
DJJX	2446	DJJX	2489						
	46		46		41		38	Total	659

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CAR LISTING FOR 5/3 BANK SALE-LEASEBACK 3/18/99

CAR NO.		CAR NO.		CAR NO.		CAR NO.		CAR NO.	
DJJX	1775	DJJX	1825	DJJX	1936	DJJX	2218	DJJX	2288
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DJJX	1777	DJJX	1827	DJJX	1938	DJJX	2229	DJJX	2290
DJJX	1778	DJJX	1828	DJJX	1939	DJJX	2230	DJJX	2291
DJJX	1779	DJJX	1829	DJJX	1940	DJJX	2231	DJJX	2292
DJJX	1780	DJJX	1830	DJJX	1941	DJJX	2232	DJJX	2293
DJJX	1781	DJJX	1831	DJJX	1942	DJJX	2233	DJJX	2294
DJJX	1782	DJJX	1832	DJJX	1943	DJJX	2234	DJJX	2295
DJJX	1783	DJJX	1833	DJJX	1944	DJJX	2235	DJJX	2296
DJJX	1784	DJJX	1834	DJJX	1945	DJJX	2236	DJJX	2297
DJJX	1785	DJJX	1835	DJJX	1946	DJJX	2238	DJJX	2298
DJJX	1786	DJJX	1836	DJJX	1947	DJJX	2239	DJJX	2299
DJJX	1787	DJJX	1865	DJJX	1948	DJJX	2240	DJJX	2300
DJJX	1788	DJJX	1866	DJJX	1949	DJJX	2241	DJJX	2301
DJJX	1789	DJJX	1900	DJJX	1950	DJJX	2242	DJJX	2302
DJJX	1790	DJJX	3406	DJJX	1951	DJJX	2243	DJJX	2303
DJJX	1791	DJJX	1902	DJJX	1952	DJJX	2244	DJJX	2304
DJJX	1792	DJJX	1903	DJJX	1953	DJJX	2245	DJJX	2305
DJJX	1793	DJJX	1904	DJJX	1954	DJJX	2246	DJJX	2306
DJJX	1794	DJJX	1905	DJJX	1955	DJJX	2248	DJJX	2307
DJJX	1795	DJJX	1906	DJJX	1956	DJJX	2249	DJJX	2308
DJJX	1796	DJJX	1907	DJJX	1957	DJJX	2251	DJJX	2309
DJJX	1797	DJJX	1908	DJJX	1958	DJJX	2253	DJJX	2310
DJJX	1798	DJJX	1909	DJJX	1959	DJJX	2254	DJJX	2311
DJJX	1799	DJJX	1910	RLMX	8456	DJJX	2255	DJJX	2312
DJJX	1800	DJJX	1911	DJJX	1961	DJJX	2256	DJJX	2313
DJJX	1801	DJJX	1912	DJJX	1962	DJJX	2257	DJJX	2314
DJJX	1802	DJJX	1913	DJJX	1963	DJJX	2258	DJJX	2315
DJJX	1803	DJJX	1914	DJJX	1964	DJJX	2266	DJJX	2316
DJJX	1804	DJJX	1915	DJJX	1965	DJJX	2267	DJJX	2317
DJJX	1805	DJJX	1916	DJJX	1966	DJJX	2268	DJJX	2318
DJJX	1806	DJJX	1917	DJJX	1967	DJJX	2269	DJJX	2319
DJJX	1807	DJJX	1918	DJJX	1968	DJJX	2270	DJJX	2320
DJJX	1808	DJJX	1919	DJJX	1969	DJJX	2271	DJJX	2321
DJJX	1809	DJJX	1920	DJJX	1970	DJJX	2272	DJJX	2322
DJJX	1810	DJJX	1921	DJJX	1971	DJJX	2273	DJJX	2323
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DJJX	1812	DJJX	1923	DJJX	1973	DJJX	2275	DJJX	2325
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DJJX	1814	DJJX	1925	DJJX	1975	DJJX	2277	DJJX	2327
DJJX	1815	DJJX	1926	DJJX	1976	DJJX	1928	DJJX	1978
DJJX	1816	DJJX	1927	DJJX	1977	DJJX	1929	DJJX	2200
DJJX	1711	DJJX	1768	DJJX	1980	DJJX	2281	DJJX	2331
DJJX	1819	DJJX	1930	DJJX	1981	DJJX	2282	DJJX	2332
DJJX	1820	DJJX	1931	DJJX	1982	DJJX	2284	DJJX	2333
DJJX	1821	DJJX	1932	DJJX	1983	DJJX	2285	DJJX	2334
DJJX	1822	DJJX	1933	DJJX	1817	DJJX	2286	DJJX	2335
DJJX	1823	DJJX	1934	DJJX	1818	DJJX	2287	DJJX	2400
DJJX	1824	DJJX	1935						
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CAR LISTING FOR 5/3 BANK SALE-LEASEBACK 3/18/99

CAR NO.		CAR NO.		CAR NO.		CAR NO.		CAR NO.	
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DJJX	3	DJJX	4904	RLMX	1305	DJJX	1636	DJJX	1728
DJJX	4	RLMX	1251	RLMX	1306	DJJX	1637	DJJX	1729
DJJX	5	RLMX	1252	RLMX	1307	DJJX	1638	DJJX	1730
DJJX	6	RLMX	1253	RLMX	1308	DJJX	1639	DJJX	1731
DJJX	7	RLMX	1255	RLMX	1309	DJJX	1640	DJJX	1732
DJJX	8	RLMX	1256	RLMX	1310	DJJX	1641	DJJX	1733
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RLMX	1201	RLMX	1258	RLMX	1312	DJJX	1643	DJJX	1735
RLMX	1202	RLMX	1259	RLMX	1313	DJJX	1644	DJJX	1736
RLMX	1203	RLMX	1260	RLMX	1314	DJJX	1645	DJJX	1737
RLMX	1204	RLMX	1261	RLMX	1315	DJJX	1646	DJJX	1738
RLMX	1205	RLMX	1262	DJJX	3400	DJJX	1647	DJJX	1739
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RLMX	1210	RLMX	1267	DJJX	1600	DJJX	1651	DJJX	1743
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RLMX	1213	RLMX	1270	DJJX	1602	DJJX	1507	DJJX	1745
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RLMX	1215	RLMX	1272	DJJX	1604	DJJX	1655	DJJX	1747
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RLMX	1219	RLMX	1276	DJJX	1607	DJJX	1658	DJJX	1750
RLMX	1220	RLMX	1277	DJJX	1608	DJJX	1659	DJJX	1751
RLMX	1221	RLMX	1278	DJJX	1609	DJJX	1660	DJJX	1752
RLMX	1222	RLMX	1279	DJJX	1610	DJJX	1661	DJJX	1753
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RLMX	1225	RLMX	1282	DJJX	1613	DJJX	4905	DJJX	1756
RLMX	1226	RLMX	1283	DJJX	1614	DJJX	1700	DJJX	8365
RLMX	1227	RLMX	1284	DJJX	1615	DJJX	1701	DJJX	1758
RLMX	1228	RLMX	1285	DJJX	1616	DJJX	1702	DJJX	1759
RLMX	1230	RLMX	1286	DJJX	1617	DJJX	1703	DJJX	1760
RLMX	1231	RLMX	1287	DJJX	1618	DJJX	1704	DJJX	1761
RLMX	1232	RLMX	1288	DJJX	1619	DJJX	1705	DJJX	1762
RLMX	1233	RLMX	1289	DJJX	1620	DJJX	1706	DJJX	1763
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RLMX	1235	RLMX	1291	DJJX	1622	DJJX	1708	DJJX	1765
RLMX	1236	RLMX	1292	DJJX	1623	DJJX	1709	DJJX	1766
RLMX	1237	RLMX	1293	DJJX	1624	DJJX	1710	DJJX	1767
RLMX	1238	RLMX	1294	DJJX	1625	DJJX	1712	DJJX	1626
RLMX	1239	RLMX	1295	DJJX	1627	DJJX	1713	DJJX	1769
RLMX	1242	RLMX	1296	DJJX	1628	DJJX	1714	DJJX	1770
RLMX	1243	RLMX	1297	DJJX	1629	DJJX	1722	DJJX	1771
RLMX	1244	RLMX	1298	DJJX	1630	DJJX	1723	DJJX	1772
RLMX	1245	RLMX	1299	DJJX	1631	DJJX	1724	DJJX	1773
RLMX	1246	RLMX	1300	DJJX	1632	DJJX	1725	DJJX	1774
RLMX	1247	RLMX	1302	DJJX	1633				
	50		50		50		49		49

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