



The David J. Joseph Company



RECORDATION NO. 18989-C FILED

June 14, 2005

JUN 15 05

4-25 PM

Barbara Saddler
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

SURFACE TRANSPORTATION BOARD

Dear Barbara:

Please find enclosed, two (2) originals of the Release of Lien dated June 3, 2005 between the following parties:

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

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

Lessor: Union Pacific Railroad (f/k/a Chicago and North Western Railway Company)
One North Western Center
Chicago, IL 60606

This filing is to appear in index as follows: Release of Lien effective as of June 3, 2005 related to thirty-four (34) railcars bearing reporting marks CNW 370100 – CNW 370134, inclusive.

Please file this agreement as a secondary document under Recordation Number 18989-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18989. The filing fee in the amount of \$33.00 is included in the enclosed check. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

Barbara A. Brzezicki
Contract Manager

Enclosures

JUN 15 '05

4-25 PM

RELEASE

SURFACE TRANSPORTATION BOARD

This Release is entered into as of June 3, 2005, between The David J. Joseph Company, a Delaware Corporation ("DJJ") and Fifth Third Leasing Company, an Ohio corporation ("Fifth Third")

WHEREAS, DJJ entered into a Railroad Equipment Lease with Union Pacific Railroad (f/k/a Chicago & North Western Railway Company) ("UP") dated August 5, 1994 (the "Lease"), the subject of which are the thirty-five (35) railcars (the "Railcars") listed on Exhibit A attached hereto; and

WHEREAS, DJJ entered into a Purchase and Sale Agreement with Fifth Third dated December 20, 1994 (the "Agreement"), pursuant to which (a) Fifth Third purchased the Railcars; (b) DJJ assigned the Lease to which the Railcars are subject (the "Assignment"); and (c) Fifth Third granted DJJ certain rights in such Railcars which operated as a lien upon such Railcars (the "Rights");

WHEREAS, DJJ, UP and Fifth Third memorialized the Lease, Assignment, and Rights of record by filing a Memorandum of Railroad Equipment Lease Agreement dated August 5, 1994, a Memorandum of Assignment and Assumption Agreement, and a Memorandum of Options, Rights of First Refusal and Remarketing Rights, both dated December 20, 1994, by filing them with the Surface Transportation Board (the "STB");

WHEREAS, the Memorandum of Railroad Equipment Lease Agreement was recorded with the STB and assigned Recordation #18989, the Memorandum of Assignment and Assumption Agreement and the Memorandum of Options, Rights of First Refusal and Remarketing Rights were both recorded with the STB and assigned recordation numbers 18989-B and 18989-A, respectively;

WHEREAS, the Lease has expired as of January 31, 2005 and such Railcars have been sold by Fifth Third.

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, Joseph and USB agree as follows:

1. The Memorandum of Railroad Equipment Lease Agreement, the Memorandum of Options, Rights of First Refusal and Remarketing Rights; and the Memorandums of Assignment and Assumption Agreement are hereby terminated, thereby releasing all rights, interests or claims to, and all liens and encumbrances upon, the Railcars, by any person or entity, and that such Railcars may be sold, leased or otherwise transferred.

2. This Release of Lien will be filed with the STB and receive recordation # 18989-C

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IN WITNESS WHEREOF, the parties hereto have each caused this Release to be duly executed by their respective officers duly authorized as of the date and year first above written.

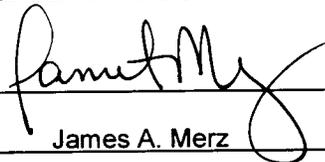
THE DAVID J. JOSEPH COMPANY

By: 

Name: Everett N. Martin

Title: Assistant Secretary

FIFTH THIRD LEASING COMPANY

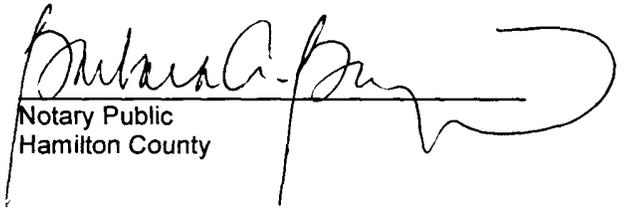
By: 

Name: James A. Merz

Title: Assistant Vice President

State of OHIO)
) ss:
County of HAMILTON)

The foregoing instrument was acknowledged before me this 13th day of June, 2005, by Everett N. Martin, the Assistant Secretary of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.



Notary Public
Hamilton County

My Commission Expires:
February 20, 2006



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

State of OHIO)
) ss:
County of HAMILTON)

The foregoing instrument was acknowledged before me this 3rd day of June, 2005, by James Merz the Asst. Vice President of Fifth Third Leasing Company, an Ohio corporation, on behalf of the corporation.



Notary Public
Hamilton County

My Commission Expires:



MELODY PRICE-YONTS
Notary Public, State of Ohio
My Commission Expires 06-15-09

EXHIBIT A

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

CNW 370100 – 370134, inclusive