

RECORDATION NO. 21215-E FILED

JAN 10 '06

2-06 PM

SURFACE TRANSPORTATION BOARD

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

January 10, 2006

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 Partial Lease Termination and Release, dated as of December 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease previously filed with the Board under Recordation Number 21215.

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

Mr. Vernon A. Williams

January 10, 2006

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

155 railcars within the series DJLX 97800 - DJLX 97998 as more particularly set forth in the equipment schedule attached to the document.

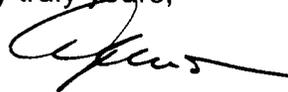
A short summary of the document to appear in the index is:

Partial Lease Termination and Release.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

JAN 10 '06

2-06 PM

PARTIAL LEASE TERMINATION AND RELEASE SURFACE TRANSPORTATION BOARD

This Partial Lease Termination and Release is made effective as of December 29, 2005 by The Fifth Third Leasing Company, as assignee of DJJ Transportation Services, Inc., as Lessor, and The David J. Joseph Company, successor to Ferroquadrum S.A. de C.V., as Lessee, under that certain Railroad Equipment Lease, dated as of January 5, 1998 (the "Lease"), covering 200 railcars bearing the reporting marks and numbers DJLX 97800 through DJLX 97999 inclusive ("Equipment").

WHEREAS, Lessee and Lessor desire to terminate the Lease with respect to the 155 rail cars described on Exhibit A hereto (the "Released Railcars"); and

WHEREAS, a Memorandum of Railroad Equipment Lease dated January 5, 1998 between DJJ Transportation Services, Inc., as Lessor and Ferroquadrum S.A. de C.V., as Lessee was recorded with the Surface Transportation Board on February 10, 1998 at 9:56 a.m., and assigned Recordation No. 21215; and

WHEREAS, a Memorandum of Assignment and Assumption Agreement dated January 20, 1998, in which DJJ Transportation Services, Inc. assigned its interest in the Lease and the Equipment to The Fifth Third Leasing Company was recorded with the Surface Transportation Board on March 9, 1998 at 4:43 p.m., and assigned Recordation No. 21215A; and

WHEREAS, an Assignment and Assumption Agreement dated October 18, 2002, in which Joseph Transportation De Mexico, S.A. de C.V. assigned its interest in the Lease and the Equipment to Joseph Transportation Services, Inc., was recorded with the Surface Transportation Board on November 12, 2002 at 10:11 a.m., and assigned Recordation No. 21215B; and

WHEREAS, Lessor and Lessee desire to evidence for the public record the partial termination of the Lease and the release of the Released Railcars from the Surface Transportation Board filings with respect to the Lease and the Equipment.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, Lessor and Lessee agree as follows:

1. Unless otherwise specified herein, all capitalized terms shall have the meanings ascribed to them in the Lease.
2. All interest of the Lessor and Lessee in and under the Lease as it relates to the Released Railcars, and the Released Railcars are hereby **RELEASED, DISCHARGED** and **TERMINATED**.
3. This Partial Lease Termination and Release shall inure to the benefit of, and shall be binding upon, Lessor and Lessee and their respective successors and assigns.
4. Except as expressly modified hereby, the Lease remains in full force and effect.
5. This instrument may be executed in any number of counterparts, with such executed counterparts constituting an original but all together only one instrument of Partial Lease Termination and Release.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

The Fifth Third Leasing Company

By: [Signature]

Title: David A. Merritt
Senior Vice President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 29 day of December, 2005, before me, a Notary Public in and for the State of Washington, personally appeared David A. Merritt, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he/she was authorized to execute the instrument, and acknowledged it as the SVP of THE FIFTH THIRD LEASING COMPANY to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

[Signature]
NOTARY PUBLIC in and for the State of Ohio,
residing at Hamilton County
My appointment expires 9/20/07
Print Name [Signature]

NOTARY PUBLIC
My Commission Expires 9/20/07
The Commission Expires 9/20/07

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessee:

The David J. Joseph Company

By: James R. McIntyre
Title: VP - Finance + Treasurer

STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

On this 29th day of December, 2005, before me, a Notary Public in and for the State of Ohio, personally appeared James R. McIntyre, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he/she was authorized to execute the instrument, and acknowledged it as the THE DAVID J. JOSEPH COMPANY to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Barbara A. Brzezicki
NOTARY PUBLIC in and for the State of Ohio, residing at Ohio
My appointment expires February 20, 2006
Print Name Barbara A. Brzezicki



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

EXHIBIT A

RELEASED RAILCARS

Covered Hoppers	
<u>Car Number</u>	<u>Date Replaced</u>
DJLX 97800	8/5/2005
DJLX 97801	6/23/2005
DJLX 97803	12/13/2005
DJLX 97805	12/13/2005
DJLX 97806	8/5/2005
DJLX 97807	7/22/2005
DJLX 97808	12/13/2005
DJLX 97809	1/29/2005
DJLX 97810	7/26/2005
DJLX 97811	7/8/2005
DJLX 97813	7/25/2005
DJLX 97815	6/23/2005
DJLX 97816	10/12/2005
DJLX 97819	8/5/2005
DJLX 97820	12/13/2005
DJLX 97821	11/28/2005
DJLX 97822	6/23/2005
DJLX 97823	8/29/2005
DJLX 97824	9/23/2005
DJLX 97826	5/18/2005
DJLX 97828	11/28/2005
DJLX 97829	11/15/2005
DJLX 97830	8/22/2005
DJLX 97833	7/22/2005
DJLX 97834	8/29/2005
DJLX 97835	11/17/2005
DJLX 97836	9/14/2005
DJLX 97837	10/27/2005
DJLX 97838	8/3/2005
DJLX 97840	11/28/2005
DJLX 97841	7/27/2005
DJLX 97843	4/30/2005
DJLX 97847	12/13/2005
DJLX 97848	11/8/2005
DJLX 97849	9/19/2005
DJLX 97850	7/20/2005
DJLX 97851	8/22/2005
DJLX 97852	9/28/2005
DJLX 97853	7/20/2005
DJLX 97856	10/27/2005

Covered Hoppers	
<u>Car Number</u>	<u>Date Replaced</u>
DJLX 97857	11/17/2005
DJLX 97858	11/17/2005
DJLX 97860	11/28/2005
DJLX 97861	11/9/2005
DJLX 97862	10/7/2005
DJLX 97863	7/22/2005
DJLX 97865	5/18/2005
DJLX 97866	7/27/2005
DJLX 97867	8/2/2005
DJLX 97868	11/15/2005
DJLX 97869	11/28/2005
DJLX 97870	10/4/2005
DJLX 97871	11/17/2005
DJLX 97872	2/21/2005
DJLX 97873	8/3/2005
DJLX 97876	7/13/2005
DJLX 97877	4/30/2005
DJLX 97878	10/27/2005
DJLX 97879	8/2/2005
DJLX 97880	10/4/2005
DJLX 97882	11/15/2005
DJLX 97885	1/29/2005
DJLX 97886	6/23/2005
DJLX 97887	11/28/2005
DJLX 97888	3/11/2005
DJLX 97889	7/8/2005
DJLX 97890	10/12/2005
DJLX 97891	11/4/2005
DJLX 97892	6/23/2005
DJLX 97893	11/4/2005
DJLX 97894	10/12/2005
DJLX 97895	10/7/2005
DJLX 97896	11/15/2005
DJLX 97897	2/21/2005
DJLX 97898	11/28/2005
DJLX 97899	1/29/2005
DJLX 97902	7/22/2005
DJLX 97903	12/13/2005
DJLX 97905	11/17/2005
DJLX 97908	10/22/2005
DJLX 97909	6/23/2005
DJLX 97910	4/30/2005
DJLX 97911	8/23/2005
DJLX 97912	12/13/2005
DJLX 97913	10/7/2005

Covered Hoppers		
	<u>Car Number</u>	<u>Date Replaced</u>
*	DJLX 97914	11/17/2005
	DJLX 97915	7/22/2005
	DJLX 97916	7/8/2006
*	DJLX 97917	10/3/2005
	DJLX 97918	7/20/2005
	DJLX 97919	7/18/2005
*	DJLX 97921	12/13/2005
	DJLX 97922	7/20/2005
	DJLX 97923	4/30/2005
	DJLX 97925	7/15/2005
*	DJLX 97926	10/31/2005
	DJLX 97927	8/24/2005
*	DJLX 97928	10/3/2005
	DJLX 97930	8/22/2005
*	DJLX 97931	11/2/2005
*	DJLX 97933	10/18/2005
	DJLX 97934	7/28/2005
*	DJLX 97936	12/13/2005
	DJLX 97937	8/24/2005
*	DJLX 97938	9/22/2005
*	DJLX 97939	10/18/2005
	DJLX 97942	7/28/2005
*	DJLX 97943	10/18/2005
*	DJLX 97944	10/31/2005
*	DJLX 97945	10/27/2005
	DJLX 97948	7/8/2005
*	DJLX 97949	9/20/2005
	DJLX 97950	7/13/2005
*	DJLX 97951	12/13/2005
*	DJLX 97952	12/13/2005
*	DJLX 97954	10/27/2005
	DJLX 97955	2/21/2005
*	DJLX 97956	9/28/2005
	DJLX 97958	6/23/2005
*	DJLX 97959	11/28/2005
	DJLX 97960	2/21/2005
	DJLX 97961	7/26/2005
*	DJLX 97962	10/27/2005
	DJLX 97963	5/18/2005
	DJLX 97964	2/21/2005
	DJLX 97965	7/8/2005
*	DJLX 97966	10/12/2005
	DJLX 97967	3/11/2005
*	DJLX 97968	10/31/2005
*	DJLX 97969	9/22/2005

Covered Hoppers	
<u>Car Number</u>	<u>Date Replaced</u>
DJLX 97970	7/13/2005
DJLX 97971	10/3/2005
DJLX 97972	8/22/2005
DJLX 97973	10/31/2005
DJLX 97974	7/8/2005
DJLX 97975	9/19/2005
DJLX 97976	6/23/2005
DJLX 97978	9/14/2005
DJLX 97979	5/18/2005
DJLX 97980	11/15/2005
DJLX 97981	7/14/2005
DJLX 97982	10/27/2005
DJLX 97983	2/21/2005
DJLX 97985	9/28/2005
DJLX 97986	12/13/2005
DJLX 97987	7/22/2005
DJLX 97988	2/21/2005
DJLX 97989	4/30/2005
DJLX 97990	4/30/2005
DJLX 97991	12/13/2005
DJLX 97993	11/8/2005
DJLX 97994	12/13/2005
DJLX 97995	11/1/2005
DJLX 97996	12/13/2005
DJLX 97998	10/18/2005
	155

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/12/04



Robert W. Alvord