

RECORDATION NO. 21648-E FILED

JAN 12 '05 10-29 AM

SURFACE TRANSPORTATION BOARD

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

January 11, 2005

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 Release, dated as of December 10, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Rights previously filed with the Board under Recordation Number 21648-A.

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

Assignor: The David J. Joseph Company
(f/k/a Joseph Transportation Services, Inc.)
300 Pike Street
Cincinnati, Ohio 45202-4214

Assignee: Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati Ohio 45202

Mr. Vernon A. Williams
January 11, 2005
Page 2

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

39 gondola cars within the series WRRRC 680405 - WRRRC 680470 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 Release.

Also enclosed is a check in the amount of \$32.00 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

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PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

This Release is entered into as of December 10, 2004 between Joseph Transportation Services, Inc. (formerly DJJ Transportation Services, Inc.) now known as The David J. Joseph Company, a Delaware corporation ("Joseph") and 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 September 25, 1998 (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 Rights dated as of September 30, 1998 between Joseph and Fifth Third (the "Memorandum of Rights") with the Surface Transportation Board (the "STB"); and

WHEREAS, the Memorandum of Rights was recorded with the STB on October 9, 1998 at 2:00 p.m. and assigned recordation number 21648-A;

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 Fifth Third agree as follows:

1. The Memorandum of Rights and the "Rights" of Joseph in the Railcars as described therein are hereby terminated. Joseph hereby (a) releases all rights, interests or claims to, and all liens and encumbrances upon, the Railcars and (b) agrees that such Railcars may be sold, leased or otherwise transferred by Fifth Third free and clear of any interest of Joseph under the Purchase Agreement and without the consent of Joseph.
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, 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.

FIFTH THIRD LEASING COMPANY

By: *James A. Merz*
Title: Asst. Vice President

State of OHIO)
County of HAMILTON) ss

The foregoing instrument was acknowledged before me this 11th day of January, 2005 by James A. Merz, the AVP of Fifth Third Leasing Company an Ohio corporation, on behalf of the said corporation.

Melody Price-Yonts
Notary Public
Hamilton County
My Commission Expires: _____



MELODY PRICE-YONTS
Notary Public, State of Ohio
My Commission Expires 06-15-08

THE DAVID J. JOSEPH COMPANY
(Formerly JOSEPH TRANSPORTATION SERVICES, INC.
AND DJJ TRANSPORTATION SERVICES, INC.)

By: *Paul G. Jantsch*
Title: Executive Vice President

State of OHIO)
County of HAMILTON) ss

The foregoing instrument was acknowledged before me this 10th day of December, 2004 by Paul G. Jantsch, the EVP of Joseph Transportation Services, Inc. (formerly DJJ Transportation Services, Inc.), now known as The David J. Joseph Company, a Delaware corporation, on behalf of the said corporation..

Angela Denise Watts
Notary Public
Hamilton County
My Commission Expires: _____

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

EXHIBIT A

RAILCARS: 39 Gondola cars with Identification Marks as follows

WRRC	680405
WRRC	680407
WRRC	680408
WRRC	680409
WRRC	680412
WRRC	680413
WRRC	680415
WRRC	680416
WRRC	680418
WRRC	680421
WRRC	680425
WRRC	680427
WRRC	680429
WRRC	680430
WRRC	680432
WRRC	680433
WRRC	680434
WRRC	680436
WRRC	680439
WRRC	680440
WRRC	680442
WRRC	680443
WRRC	680444
WRRC	680447
WRRC	680450
WRRC	680451
WRRC	680452
WRRC	680454
WRRC	680456
WRRC	680457
WRRC	680458
WRRC	680460
WRRC	680462
WRRC	680463
WRRC	680464
WRRC	680466
WRRC	680467
WRRC	680468
WRRC	680470

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: _____

1/11/05



Robert W. Alvord