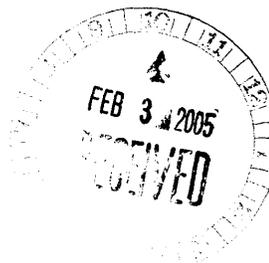




The David J. Joseph Company



February 1, 2005

RECORDATION NO. 22761-C FILED

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

FEB 03 '05

1-04 PM

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) certified copy of a Partial Release dated January 31, 2005 between the following two parties:

Wells Fargo  
733 Marquette Avenue  
Minneapolis, MN 55402

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

Please see Exhibit A attached hereto for the equipment involved in this transaction.

This filing is to appear in index as follows: Partial Release dated January 31, 2005 related to thirty-three (33) railcars bearing reporting marks SMIX 4000 – 4032.

Please file this agreement as a secondary document under Recordation 22761-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 22761 through 22761-B. The filing fee in the amount of \$32.00 is included in the enclosed check No. 567842. 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) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street  
Cincinnati, OH 45202-4214  
Phone (513) 419-6200  
Fax (513) 419-6221

**PARTIAL RELEASE**

This Release is entered into as of January 31, 2005 between The David J. Joseph Company (f/k/a DJJ Transportation Services, Inc. and Joseph Transportation Services, Inc.), a Delaware corporation ("Joseph") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("WFEFI").

WHEREAS, Joseph and WFEFI are parties to a Purchase and Sale Agreement dated as of February 28, 2000 (the "Agreement") pursuant to which (a) WFEFI purchased the railroad cars identified on Exhibit A hereto (the "Railcars") and (b) WFEFI granted Joseph certain rights in such Railcars which operated as a lien upon such Railcars;

WHEREAS, Joseph and WFEFI memorialized the Agreement of record by filing a Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of February 28, 2000 between Joseph and WFEFI (the "Memorandum of Assignment and Assumption") with the Surface Transportation Board (the "STB"); and

WHEREAS, the Memorandum of Options, Rights of First Refusal and Remarketing Rights was recorded with the STB and assigned recordation number 22761-B;

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 WFEFI agree as follows:

1. The Memorandum of Options, Rights of First Refusal 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.

RECORDATION NO. 22761-C FILED

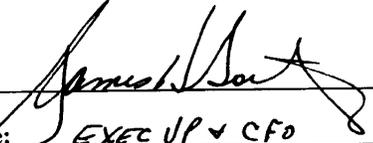
FEB 03 '05

1-04 PM

SURFACE TRANSPORTATION BOARD

**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:   
Title: EXEC VP & CFO  
Date: JAN 31, 2005

**WELLS FARGO EQUIPMENT FINANCE,  
INC.**

By:   
Title: SVP  
Date: January 28, 2005

State of OHIO )  
County of HAMILTON ) ss

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of January, 2005 by James H. Goetz, the VP & CFO of The David J. Joseph Company, a Delaware corporation, on behalf of the said corporation.

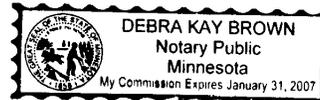
Angela Denise Watts  
Notary Public  
My Commission Expires: \_\_\_\_\_

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

State of Minnesota )  
County of Hennepin ) ss

The foregoing instrument was acknowledged before me this 28 day of January, 2005 by Jacqueline, the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, on behalf of the said corporation.

Debra Kay Brown  
Notary Public  
My Commission Expires: 1/31/2007



**EXHIBIT A**

**RAILCARS:** Thirty-three (33) railcars bearing reporting marks as follows:

SMIX 4000-4032, INCLUSIVE