

DEC 15 '08

4:12 PM

SURFACE TRANSPORTATION BOARD



December 15, 2008

Ms. Anne K. Quinlan, Esq
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached, one (1) copy of the Partial Release dated November 25, 2008 between the following parties:

Wells Fargo Equipment Finance, Inc.
733 Marquette Ave, Suite 700
Minneapolis, MN 55402

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

This filing is to appear in the index as follows: Partial Release dated November 25, 2008 related to seventy-seven (77) railcars bearing reporting marks: BNSF 664000-664076, inclusive

Please file this as a secondary document under Recordation Number 25339-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 25339 through 25339-B. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

A handwritten signature in cursive script that reads "Julie Woodard".

Julie Woodard
Documentation Coordinator

Enclosures

DEC 15 '08

4:12 PM

PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

This Release is entered into as of November 25, 2008 between The David J. Joseph Company, 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 December 15, 2004 (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 December 15, 2004 between Joseph and WFEFI (the "Memorandum of Options, Rights of First Refusal and Remarketing Rights") 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 25339-B;

WHEREAS, Joseph and WFEFI memorialized the Agreement of record by filing a Memorandum of Assignment and Assumption Agreement dated as of December 15, 2004 between Joseph and WFEFI (the "Memorandum of Assignment and Assumption Agreement") with the STB; and

WHEREAS, the Memorandum of Assignment and Assumption Agreement was recorded with the STB and assigned recordation number 25339-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, the parties 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 Memorandum of Assignment and Assumption Agreement 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 Assignment and Assumption Agreement

3. The parties desire to execute this Release for purposes of memorializing of record the agreements set forth herein.

4. 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, this Release has been duly executed by duly authorized officers of the parties as of the date and year first above written.

THE DAVID J. JOSEPH COMPANY

By: Kelley C. Poellner
Title: VP Finance - Brokerage
Date: 11-25-08

WELLS FARGO EQUIPMENT FINANCE, INC.

By: A. Va
Title: Sr. ASR
Date: 12/9/08

State of OHIO)
County of HAMILTON) ss

The foregoing instrument was acknowledged before me this 25th day of November, 2008 by Kelly Pollein, the VP Finance - Brokerage of The David J Joseph Company, a Delaware corporation, on behalf of the said corporation.

Angela Denise Watts
Notary Public
My Commission Has No Expiration

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 9th day of December, 2008 by Ananna Valera, the Sr. ASR of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, on behalf of the said corporation

Renee Anne Bakos
Notary Public
My Commission Expires: 1/31/2012

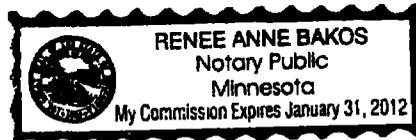


EXHIBIT A

RAILCARS: Seventy-seven (77) railcars bearing reporting marks as follows:

CAR NUMBER		OLD NUMBER	
BNSF	664000	SDEX	10001
BNSF	664001	SDEX	10002
BNSF	664002	SDEX	10005
BNSF	664003	SDEX	10006
BNSF	664004	SDEX	10013
BNSF	664005	SDEX	10018
BNSF	664006	SDEX	10037
BNSF	664007	SDEX	10041
BNSF	664008	SDEX	10042
BNSF	664009	SDEX	10054
BNSF	664010	SDEX	10070
BNSF	664011	SDEX	10074
BNSF	664012	SDEX	10082
BNSF	664013	SDEX	10097
BNSF	664014	SDEX	10105
BNSF	664015	SDEX	10107
BNSF	664016	SDEX	10112
BNSF	664017	SDEX	10113
BNSF	664018	SDEX	10114
BNSF	664019	SDEX	10115
BNSF	664020	SDEX	10116
BNSF	664021	SDEX	10120
BNSF	664022	SDEX	10124
BNSF	664023	SDEX	10141
BNSF	664024	SDEX	10166
BNSF	664025	SDEX	10178
BNSF	664026	SDEX	10192
BNSF	664027	SDEX	10200
BNSF	664028	SDEX	10220
BNSF	664029	SDEX	10228
BNSF	664030	SDEX	10241
BNSF	664031	SDEX	10261
BNSF	664032	SDEX	10265
BNSF	664033	SDEX	10269
BNSF	664034	SDEX	10270
BNSF	664035	SDEX	10282
BNSF	664036	SDEX	10284
BNSF	664037	SDEX	10297
BNSF	664038	SDEX	10306
BNSF	664039	SDEX	10308
BNSF	664040	SDEX	10335
BNSF	664041	SDEX	10343
BNSF	664042	SDEX	10355
BNSF	664043	SDEX	10356
BNSF	664044	SDEX	10373

BNSF	664045	SDEX	10378
BNSF	664046	SDEX	10397
BNSF	664047	SDEX	10399
BNSF	664048	SDEX	10402
BNSF	664049	SDEX	10406
BNSF	664050	SDEX	10460
BNSF	664051	SDEX	10488
BNSF	664052	SDEX	10490
BNSF	664053	SDEX	10496
BNSF	664054	SDEX	10499
BNSF	664055	SDEX	10503
BNSF	664056	SDEX	10519
BNSF	664057	SDEX	10529
BNSF	664058	SDEX	10535
BNSF	664059	SDEX	10560
BNSF	664060	SDEX	10562
BNSF	664061	SDEX	10588
BNSF	664062	SDEX	10589
BNSF	664063	SDEX	10610
BNSF	664064	SDEX	10611
BNSF	664065	SDEX	10612
BNSF	664066	SDEX	10635
BNSF	664067	SDEX	10637
BNSF	664068	SDEX	10665
BNSF	664069	SDEX	10691
BNSF	664070	SDEX	10697
BNSF	664071	SDEX	10718
BNSF	664072	SDEX	10723
BNSF	664073	SDEX	10726
BNSF	664074	SDEX	10728
BNSF	664075	SDEX	10741
BNSF	664076	SDEX	10759