

RECORDATION NO.

25179-C  
FILED



JAN 12 '09 -4 21 PM

SURFACE TRANSPORTATION BOARD

January 12, 2009

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 December 17, 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 December 17, 2008 related to ninety-nine (99) railcars bearing reporting marks: JTSX 19002 - 19110, sporadic.

Please file this as a secondary document under Recordation Number 25179-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 25179 through 25179-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

JAN 12 '09 -4 2 1 PM

**PARTIAL RELEASE****SURFACE TRANSPORTATION BOARD**

This Release is entered into as of December 17, 2008, and effective as of December 30, 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 September 13, 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 September 13, 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 25179-B;

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

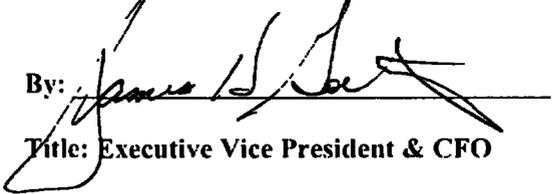
WHEREAS, the Memorandum of Assignment and Assumption Agreement was recorded with the STB and assigned recordation number 25179-A;

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.

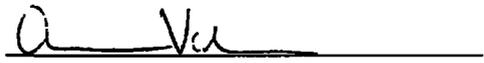
**IN WITNESS WHEREOF.** this Release has been duly executed by duly authorized officers of the parties as of the date and year first above written.

**THE DAVID J. JOSEPH COMPANY**

By: 

Title: Executive Vice President & CFO

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: 

Title: Sr. ASR

State of OHIO )  
County of HAMILTON ) ss

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 2008 by James H. Goetz, the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, on behalf of the said corporation.

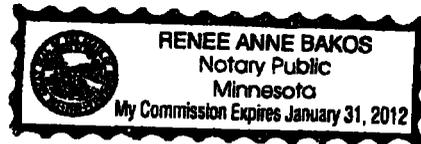
Angela Denise Watts  
Notary Public  
My Commission Has No Expiration

**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 23<sup>rd</sup> day of December, 2008 by Armando Valencia, the 2013 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:** Ninety-nine (99) railcars bearing reporting marks as follows:

| OLD NUMBER |       | NEW NUMBER |       |
|------------|-------|------------|-------|
| CW         | 19002 | JTSX       | 19002 |
| CW         | 19003 | JTSX       | 19003 |
| CW         | 19005 | JTSX       | 19005 |
| CW         | 19006 | JTSX       | 19006 |
| CW         | 19008 | JTSX       | 19008 |
| CW         | 19009 | JTSX       | 19009 |
| CW         | 19010 | JTSX       | 19010 |
| CW         | 19011 | JTSX       | 19011 |
| CW         | 19012 | JTSX       | 19012 |
| CW         | 19013 | JTSX       | 19013 |
| CW         | 19014 | JTSX       | 19014 |
| CW         | 19015 | JTSX       | 19015 |
| CW         | 19016 | JTSX       | 19016 |
| CW         | 19017 | JTSX       | 19017 |
| CW         | 19018 | JTSX       | 19018 |
| CW         | 19019 | JTSX       | 19019 |
| CW         | 19020 | JTSX       | 19020 |
| CW         | 19022 | JTSX       | 19022 |
| CW         | 19023 | JTSX       | 19023 |
| CW         | 19025 | JTSX       | 19025 |
| CW         | 19026 | JTSX       | 19026 |
| CW         | 19027 | JTSX       | 19027 |
| CW         | 19028 | JTSX       | 19028 |
| CW         | 19029 | JTSX       | 19029 |
| CW         | 19030 | JTSX       | 19030 |
| CW         | 19031 | JTSX       | 19031 |
| CW         | 19033 | JTSX       | 19033 |
| CW         | 19034 | JTSX       | 19034 |
| CW         | 19035 | JTSX       | 19035 |
| CW         | 19036 | JTSX       | 19036 |
| CW         | 19037 | JTSX       | 19037 |
| CW         | 19038 | JTSX       | 19038 |
| CW         | 19039 | JTSX       | 19039 |
| CW         | 19040 | JTSX       | 19040 |
| CW         | 19041 | JTSX       | 19041 |
| CW         | 19042 | JTSX       | 19042 |
| CW         | 19043 | JTSX       | 19043 |
| CW         | 19044 | JTSX       | 19044 |
| CW         | 19045 | JTSX       | 19045 |
| CW         | 19046 | JTSX       | 19046 |
| CW         | 19047 | JTSX       | 19047 |
| CW         | 19048 | JTSX       | 19048 |
| CW         | 19049 | JTSX       | 19049 |
| CW         | 19050 | JTSX       | 19050 |
| CW         | 19051 | JTSX       | 19051 |

|    |       |      |       |
|----|-------|------|-------|
| CW | 19052 | JTSX | 19052 |
| CW | 19053 | JTSX | 19053 |
| CW | 19054 | JTSX | 19054 |
| CW | 19055 | JTSX | 19055 |
| CW | 19056 | JTSX | 19056 |
| CW | 19057 | JTSX | 19057 |
| CW | 19058 | JTSX | 19058 |
| CW | 19059 | JTSX | 19059 |
| CW | 19060 | JTSX | 19060 |
| CW | 19062 | JTSX | 19062 |
| CW | 19063 | JTSX | 19063 |
| CW | 19064 | JTSX | 19064 |
| CW | 19065 | JTSX | 19065 |
| CW | 19066 | JTSX | 19066 |
| CW | 19067 | JTSX | 19067 |
| CW | 19068 | JTSX | 19068 |
| CW | 19070 | JTSX | 19070 |
| CW | 19071 | JTSX | 19071 |
| CW | 19072 | JTSX | 19072 |
| CW | 19073 | JTSX | 19073 |
| CW | 19075 | JTSX | 19075 |
| CW | 19076 | JTSX | 19076 |
| CW | 19077 | JTSX | 19077 |
| CW | 19078 | JTSX | 19078 |
| CW | 19079 | JTSX | 19079 |
| CW | 19080 | JTSX | 19080 |
| CW | 19081 | JTSX | 19081 |
| CW | 19082 | JTSX | 19082 |
| CW | 19083 | JTSX | 19083 |
| CW | 19084 | JTSX | 19084 |
| CW | 19085 | JTSX | 19085 |
| CW | 19086 | JTSX | 19086 |
| CW | 19087 | JTSX | 19087 |
| CW | 19088 | JTSX | 19088 |
| CW | 19089 | JTSX | 19089 |
| CW | 19091 | JTSX | 19091 |
| CW | 19092 | JTSX | 19092 |
| CW | 19093 | JTSX | 19093 |
| CW | 19094 | JTSX | 19094 |
| CW | 19095 | JTSX | 19095 |
| CW | 19096 | JTSX | 19096 |
| CW | 19097 | JTSX | 19097 |
| CW | 19098 | JTSX | 19098 |
| CW | 19100 | JTSX | 19100 |
| CW | 19101 | JTSX | 19101 |
| CW | 19102 | JTSX | 19102 |
| CW | 19103 | JTSX | 19103 |
| CW | 19104 | JTSX | 19104 |
| CW | 19105 | JTSX | 19105 |
| CW | 19106 | JTSX | 19106 |

|    |       |      |       |
|----|-------|------|-------|
| CW | 19107 | JTSX | 19107 |
| CW | 19108 | JTSX | 19108 |
| CW | 19109 | JTSX | 19109 |
| CW | 19110 | JTSX | 19110 |