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SURFACE TRANSPORTATION BOARD



January 13, 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 31, 2008 between the following parties:

CIT Group/Equipment Financing, Inc  
30 South Wacker Drive  
Chicago, IL 60606

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 31, 2008 related to thirty-five (35) railcars bearing reporting marks UCSX 2003-2099, sporadic.

Please file this as a secondary document under Recordation Number 24771-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 24771 through 24771-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,

Julie Woodard  
Documentation Coordinator

Enclosures

**PARTIAL RELEASE**

**SURFACE TRANSPORTATION BOARD**

This Release is dated and effective as of December 31, 2008.

WHEREAS, The David J. Joseph Company ("Joseph") and ICX Corporation ("ICX") were parties to a Purchase and Sale Agreement dated as of December 19, 2003 (the "Agreement") pursuant to which (a) ICX purchased the railroad cars identified on Exhibit A hereto (the "Railcars") and (b) ICX granted Joseph certain rights in such Railcars which operated as a lien upon such Railcars;

WHEREAS, Joseph and ICX memorialized the Agreement of record by filing a Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of December 19, 2003 between Joseph and ICX (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 24771-B;

WHEREAS, Joseph and ICX memorialized the Agreement of record by filing a Memorandum of Assignment and Assumption Agreement dated as of December 19, 2003 between Joseph and ICX (the "Memorandum of Assignment and Assumption Agreement") with the STB;

WHEREAS, the Memorandum of Assignment and Assumption Agreement was recorded with the STB and assigned recordation number 24771-A; and

WHEREAS, ICX sold the railroad cars and assigned the rights under the Agreement to The CIT Group/Equipment Finance, Inc. through an agreement between the parties;

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.

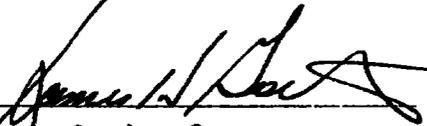
2. The Memorandum of Assignment and Assumption Agreement is hereby terminated. The parties hereby (a) release all rights, interests or claims to, and all liens and encumbrances upon, the Railcars as given under the Memorandum of Assignment and Assumption Agreement.

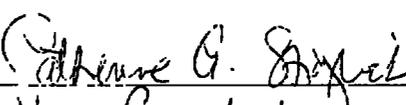
3. The parties desire to execute this Release for purposes of memorializing of record the agreements set forth herein.

IN WITNESS WHEREOF, this Release has been duly executed by a duly authorized officer of the party as of the date and year first above written.

**THE DAVID J. JOSEPH COMPANY**

**THE CIT GROUP/EQUIPMENT FINANCING, INC.**

By:   
Title: EVP + CFO  
Date: 12-2-08

By:   
Title: Vice President  
Date: \_\_\_\_\_

State of OHIO )  
County of HAMILTON ) ss

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of December, 2008 by JAMES H. GUTZ, the 2 VP + 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 Illinois )  
County of Cook ) ss

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of December, 2008 by Catherine English, the Vice President - Operations of The CIT Group/Equipment Financing, Inc., a Delaware corporation, on behalf of the said corporation

Rachel Moton  
Notary Public  
My Commission expires: Feb. 6, 2012



## **EXHIBIT A**

**RAILCARS:** Thirty-five (35) railcars bearing reporting marks as follows:

UCSX 2003, 2006, 2008, 2009, 2016, 2021, 2023, 2029, 2053, 2055, 2056, 2058, 2061, 2062, 2063, 2067, 2069, 2070, 2072, 2073, 2077, 2078, 2080, 2081, 2083, 2084, 2085, 2088, 2089, 2090, 2091, 2092, 2097, 2098, 2099