

RECORDATION NO. 26024-C

OCT 29 '09 -1 30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

October 29, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Memorandum of Options, Rights of First Refusal and Remarketing Rights, dated as of October 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Options, Rights of First Refusal and Remarketing Rights previously filed with the Board under Recordation Number 26024-B.

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

- Seller: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202
- Buyer: Macquarie Rail Inc.
233 South Wacker Drive, Suite 5300
Chicago, IL 60606

Anne K. Quinlan, Esq.
October 29, 2009
Page 2

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

96 Railcars within the series CNW 471700 - CNW 471797 as more
particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Termination of Memorandum of Options, Rights of First Refusal and
Remarketing Rights.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

OCT 29 '09 -1 30 PM

TERMINATION OF MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKEING RIGHTS (this "Termination") is made and entered into as of the 15th day of October, 2009, by and between THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Seller") and MACQUARIE RAIL, INC., a Delaware corporation ("Buyer").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of February 7, 2006 (the "Sale Agreement") pursuant to which Buyer purchased Seller's entire right, title and interest in and to the railroad cars more particularly described on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, in connection with the transactions contemplated by the Sale Agreement, Buyer granted Seller certain options, rights of first refusal and remarketing rights (collectively, the "Seller's Options"), which operated as a lien on the Cars and were evidenced by that certain Memorandum of Options, Rights of First Refusal and Remarketing Rights dated February 9, 2006 (recorded with the U.S. Department of Transportation, Surface Transportation Board on May 10, 2006 under Recording Number 26024-B);

WHEREAS, the Seller's Options terminated pursuant to the terms of the Sale Agreement;

WHEREAS, Buyer and Seller now wish to file this Termination with the U.S. Department of Transportation to evidence the termination of Seller's Options;

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Sale Agreement, the parties do hereby confirm that the Seller's Options have terminated and the lien is hereby released, such that the Cars may be sold by Buyer free and clear of the Seller's Options.

This Termination, being further documentation of the transactions contemplated by the Sale Agreement, neither expands nor limits the rights and obligations of the parties under the Sale Agreement

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be executed and delivered by their duly authorized representatives effective as of the date set forth above.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein
Name: Kelly C. Poellein
Title: VP Finance, Brokerage

MACQUARIE RAIL, INC.

By: [Signature]
Name: L. Nancy Luatier
Title: Senior Vice President

By: [Signature]
Name: Mark Boscari
Title: SVP Operations

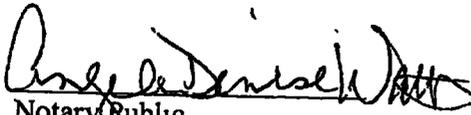
[ACKNOWLEDGMENTS FOLLOW]

STATE OF OHIO)
COUNTY OF HAMILTON) SS:

On this 20th day of October, 2009, before me, a notary public, personally appeared Kelly C Pollein, who acknowledged ^{herself} ~~himself~~ to be the VP Finance - Subray of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and that she, as such officer, being duly authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation.

In witness whereof, I hereunto set my hand and official seal.

(NOTARIAL SEAL)


Notary Public

My Commission Expires:

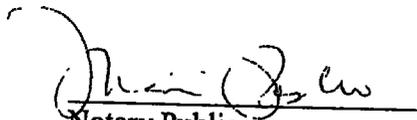
ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147 03 O.R.C

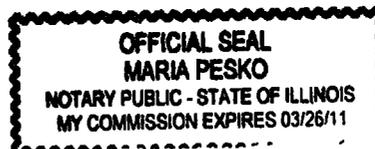
STATE OF Illinois)
COUNTY OF Cook) SS:

On this 15th day of October, 2009, before me, a notary public, personally appeared Harry Zander and Mark Breit, who acknowledged themselves to be the SVP Sales & Mktg and SVP Operations, respectively, of MACQUARIE RAIL, INC., a Delaware corporation, and that he, as such officer, being duly authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation.

In witness whereof, I hereunto set my hand and official seal.

(NOTARIAL SEAL)


Notary Public



My Commission Expires:

SCHEDULE I

**TERMINATION OF MEMORANDUM OF OPTIONS, RIGHTS OF FIRST
REFUSAL AND REMARKETING RIGHTS**

Ninety-six (96) railcars bearing reporting marks as follows:

CNW 471700 – CNW 471731, inclusive

CNW 471733 – CNW 471748, inclusive

CNW 471750 – CNW 471797, inclusive

LEASE: Dated April 15, 1998 by and between DJJ Transportation Services, Inc (n/k/a The David J Joseph Company) and Union Pacific Railroad Company, and Schedule No 005 dated November 29, 2005.

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: 10/29/09



Robert W Alvord