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SURFACE TRANSPORTATION BOARD



January 3, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Chief:

Please find attached, one (1) copy of the Partial Release dated December 14, 2010 between the following parties:

Banc of America Leasing  
7740 W Alameda Ave, Suite C  
Mail Code C03-923-01-03  
Lakewood, CO 80226-3137

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 14, 2010 related to (9) nine railcars bearing reporting marks: SH 279, 282, 283, 285, 286, 287, 289, 292, 293.

Please file this as a secondary document under Recordation Number 26244-I as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 26244 through 26244-H. 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

JAN 03 11 -2 36 PM

SURFACE TRANSPORTATION BOARD

**PARTIAL RELEASE**

This Release is entered into as of December 14, 2010 between The David J. Joseph Company, a Delaware corporation ("Joseph") and Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("BofA"), and effective as of December 29, 2010.

WHEREAS, Joseph and BofA, as successor-in-interest to LaSalle National Leasing Corporation, are parties to a Purchase and Sale Agreement dated as of February 23, 2006 (the "Agreement") pursuant to which (a) BofA purchased the railroad cars identified on Exhibit A hereto (the "Railcars") and (b) BofA granted Joseph certain rights in such Railcars which operated as a lien upon such Railcars;

WHEREAS, Joseph and BofA memorialized the Agreements of the parties by filing Memorandum of Assignment and Assumption Agreements (collectively, "Memorandum of Assignment and Assumption") with the STB; and

WHEREAS, the Memorandum of Assignment and Assumption was recorded with the STB and assigned recordation number 26244-F.

WHEREAS, Joseph and BofA further memorialized the Agreement of record by filing a Memorandum of Options, Rights of First Refusal and Remarketing Rights between Joseph and BofA (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 26244-G.

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 as it pertains to Rider No. 3 as defined in Exhibit A of the Memorandum of Options, Rights of First Refusal and Remarketing Rights is hereby terminated. The parties hereby 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 with regard only to Rider No. 3.
2. The parties desire to execute this Release for purposes of memorializing of record the agreement 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.

**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: Kelly C. Pelleu

Title: **Vice President Finance - Brokerage**

Date: **December 14, 2010**

**BANC OF AMERICA LEASING & CAPITAL, LLC**

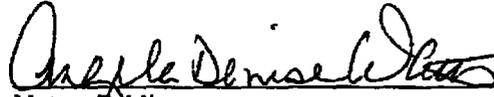
By: JAR

Title: Jeffry A. Ross

Date: Vice President

State of OHIO )  
County of HAMILTON ) ss

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of December, 2010 by Kelly C. Poellein, the Vice President, Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the said corporation.

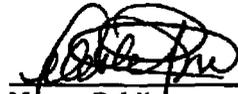
  
Notary Public  
My Commission Has No Expiration

**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 Georgia )  
County of Forsyth ) ss

The foregoing instrument was acknowledged before me this 31 day of December, 2010 by TERRY A. RASS, the VICE PRESIDENT of Banc of America Leasing & Capital, LLC, a Delaware limited liability company, on behalf of the said company.

**CELESTE BROWN**  
NOTARY PUBLIC  
Forsyth County  
State of Georgia  
My Comm. Expires Mar. 11, 2011

  
Notary Public  
My Commission Expires: MAR. 11, 2011

**EXHIBIT A**

**RAILCARS:**

**Nine (9) railcars bearing reporting marks as follows:**

**SH 279**

**SH 282**

**SH 283**

**SH 285**

**SH 286**

**SH 287**

**SH 289**

**SH 292**

**SH 293**