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SURFACE TRANSPORTATION BOARD



July 28, 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 July 26, 2011 between the following parties:

Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue, 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 July 28, 2011 related to ten (10) railcars bearing reporting marks: JTSX 460071, JTSX 460045, JTSX 460064, JTSX 460025, JTSX 460065, JTSX 460043, JTSX 460040, JTSX 460034, JTSX 460021, JTSX 460048.

Please file this as a secondary document under Recordation Number 27582-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27582 through 27582-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 black ink that reads 'Julie Woodard'.

Julie Woodard  
Documentation Coordinator

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SURFACE TRANSPORTATION BOARD

**PARTIAL RELEASE**

This Release is entered into as of July 26, 2011, and effective as of July 26, 2011, 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 3, 2008 (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 3, 2008 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 27582-B;

WHEREAS, Joseph and WFEFI memorialized the Agreement of record by filing a Memorandum of Assignment and Assumption Agreement dated as of September 3, 2008 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 27582-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 parties desire to execute this Release for purposes of memorializing of record the agreements 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: *Mary G. Allard*  
Title: *Assistant Secretary*

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: *Julie Milbrath*  
Title: **Julie Milbrath  
Assistant Vice President**

State of OHIO )  
County of HAMILTON ) ss

Mary Jo Cokebrook, the Assistant Secretary of The David J. Joseph Company, a Delaware corporation, on behalf of the said corporation. The foregoing instrument was acknowledged before me this 28 day of July, 2011 by

Julie M Woodard  
Notary Public  
~~My Commission Expires~~



Julie M. Woodard  
Notary Public, State of Ohio  
My Commission Expires 09-24-2012

State of MINNESOTA )  
County of HENNEPIN ) ss

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of July, 2011 by Jane Millerath, the Vice President of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, on behalf of the said corporation.

Jeanne E Samuelson  
Notary Public  
My Commission Expires: 1-31-15



**EXHIBIT A**

**RAILCARS:** Ten (10) railcars bearing JTSX reporting marks with reporting numbers as follows:

460071

460045

460064

460025

460065

460043

460040

460034

460021

460048