



November 16, 2012

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 October 31, 2012, and effective as of October 31, 2012, between the following parties:

Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, OH 45263

The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

This filing is to appear in the index as follows: Partial Release effective October 31, 2012 related to seventy eight (69) railcars bearing reporting marks: JTSX 300225 – JTSX 300432, sporadic.

Please file this as a secondary document under Recordation Number 25134-I as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 25134 through 25137-H. The filing fee in the amount of \$42.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6294.

Sincerely,

Lindsay Gordin
Staff Assistant

Enclosures

PARTIAL RELEASE

This Release is entered into as of October 31, 2012 between The David J. Joseph Company, a Delaware corporation ("Joseph") and Fifth Third Equipment Finance Company (f/k/a Fifth Third Leasing Company), a corporation ("Fifth Third"), and effective as of October 31, 2012.

WHEREAS, Joseph and Fifth Third are parties to a Purchase and Sale Agreement dated as of October 26, 2009 (the "Agreement") pursuant to which (a) Fifth Third purchased the railroad cars identified on Exhibit A hereto (the "Railcars") and (b) Fifth Third granted Joseph certain rights in such Railcars which operated as a lien upon such Railcars;

WHEREAS, Joseph and Fifth Third memorialized the Agreement of record by filing a Memorandum of Options, Rights of First Refusal and Remarketing Rights between Joseph and Fifth Third (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 25134-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 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.
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. Poellen

Title: Vice President, Brokerage - Finance

Date: October 31, 2012

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: Randy Wellooughy

Title: AVP

Date: 10/31/12

State of OHIO)
County of HAMILTON) ss

The foregoing instrument was acknowledged before me this 31st day of October, 2012 by Kelly C. Poellein, the Vice President, Brokerage – Finance 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 OHIO)
County of HAMILTON) ss

The foregoing instrument was acknowledged before me this 31 day of October, 2012 by RANDY WILDEGARDY, the AVP of Fifth Third Equipment Finance Company, a corporation, on behalf of the said corporation.

Elaine Ellis
Notary Public
My Commission Expires: 9.14.12



ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2017

EXHIBIT A

RAILCARS:

Sixty-nine (69) railcars bearing reporting marks as follows:

JTSX300225
JTSX300226
JTSX300228
JTSX300229
JTSX300231
JTSX300232
JTSX300233
JTSX300234
JTSX300236
JTSX300238
JTSX300239
JTSX300240
JTSX300241
JTSX300242
JTSX300244
JTSX300246
JTSX300247
JTSX300248
JTSX300249
JTSX300251
JTSX300252
JTSX300254
JTSX300255
JTSX300256
JTSX300258
JTSX300259
JTSX300261
JTSX300262
JTSX300263
JTSX300264
JTSX300266
JTSX300267
JTSX300268
JTSX300269
JTSX300272
JTSX300277
JTSX300279
JTSX300284
JTSX300285
JTSX300286
JTSX300288
JTSX300290

JTSX300292
JTSX300295
JTSX300298
JTSX300300
JTSX300301
JTSX300303
JTSX300304
JTSX300305
JTSX300307
JTSX300308
JTSX300310
JTSX300311
JTSX300312
JTSX300313
JTSX300314
JTSX300316
JTSX300318
JTSX300322
JTSX300323
JTSX300324
JTSX300325
JTSX300326
JTSX300328
JTSX300329
JTSX300330
JTSX300336
JTSX300432