

RECORDATION NO. 26473-D
FILED March 15, 2013 03:09 PM
SURFACE TRANSPORTATION BOARD



March 15, 2013

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 March 13, 2013, and effective as of February 28, 2013 between the following parties:

Fifth Third Leasing Company
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 February 28, 2013 related to forty-six (46) railcars bearing reporting marks: JTSX30000-JTSX30075, sporadic.

Please file this as a secondary document under Recordation Number 26473-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 26473 through 26473-B. 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 Ross
Staff Assistant

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PARTIAL RELEASE

This Release is entered into as of March 13, 2013, and effective as of February 28, 2013, between The David J. Joseph Company, a Delaware corporation ("Joseph") and Fifth Third Equipment Finance Company, an Ohio corporation ("Fifth Third").

WHEREAS, Joseph and Fifth Third are parties to a Purchase and Sale Agreement dated as of July 28, 2006 (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 26473-B;

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 the duly authorized officer of Joseph as of the date and year first above written.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellen

Title: Vice President, Finance – Brokerage

State of OHIO)
County of HAMILTON) ss

The foregoing instrument was acknowledged before me this 13 day of March, 2013 by Kelly C. Poellein, the Vice President, Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the said corporation.

Julie Woodard

Notary Public



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2017

EXHIBIT A

RAILCARS: Forty-six (46) railcars bearing reporting marks as follows:

JTSX030000	JTSX030036
JTSX030003	JTSX030039
JTSX030004	JTSX030040
JTSX030005	JTSX030041
JTSX030006	JTSX030043
JTSX030008	JTSX030044
JTSX030010	JTSX030046
JTSX030013	JTSX030050
JTSX030014	JTSX030051
JTSX030019	JTSX030052
JTSX030020	JTSX030053
JTSX030021	JTSX030054
JTSX030022	JTSX030056
JTSX030023	JTSX030057
JTSX030024	JTSX030059
JTSX030025	JTSX030060
JTSX030026	JTSX030061
JTSX030027	JTSX030062
JTSX030028	JTSX030068
JTSX030030	JTSX030069
JTSX030031	JTSX030071
JTSX030033	JTSX030073
JTSX030034	JTSX030075