

RECORDATION NO. 26474-D
FILED March 15, 2013 03:15 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 thirty (30) railcars bearing reporting marks: JTSX30001-JTSX30077, sporadic.

Please file this as a secondary document under Recordation Number 26474-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 26474 through 26474-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 26474-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.

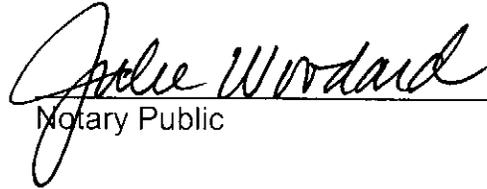
THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poelker

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.



Notary Public



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

EXHIBIT A

RAILCARS: Thirty (30) railcars bearing reporting marks as follows:

JTSX030001
JTSX030007
JTSX030009
JTSX030011
JTSX030012
JTSX030015
JTSX030016
JTSX030017
JTSX030018
JTSX030029
JTSX030032
JTSX030035
JTSX030037
JTSX030038
JTSX030042
JTSX030045
JTSX030047
JTSX030048
JTSX030049
JTSX030055
JTSX030058
JTSX030063
JTSX030064
JTSX030065
JTSX030066
JTSX030067
JTSX030072
JTSX030074
JTSX030076
JTSX030077