

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
425 WALNUT STREET
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE
SUITE 500 — 625 INDIANA AVENUE, N.W.
WASHINGTON, D.C. 20004-2901
202-628-2838
FAX: 202-347-3419

513-381-2838
CABLE: TAFTHOL TWX: 810-461-2623
FAX: 513-381-0205

COLUMBUS, OHIO OFFICE
SUITE 1000 — 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215-3022
614-221-2838
FAX: 614-221-2007

May 18, 1992

RECORDATION NO. 9014

COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011-2783
606-331-2838
513-381-2838
FAX: 513-381-6613

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

MAY 18 1992 -4 50 PM

Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423
Attn: Mildred Lee
Room 2303

INTERSTATE COMMERCE COMMISSION

2-140A001

Dear Ms Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Lease Agreement Termination, a secondary document, dated April 8, 1992. The primary document to which this is connected is recorded under Recordation No. 9014. We request that this termination be cross indexed.

The names and addresses of the parties to the document as follows:

- LESSOR: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202
- LESSEE: Greenlease Holding Company
c/o Ampco Pittsburgh Corporation
600 Grant Street, Suite 4600
Pittsburgh, PA 15219

The equipment covered by the enclosed document is twenty (20) all steel, 100 ton high cube boxcar railroad cars bearing the reporting marks MILW 4787 through MILW 4806, inclusive.

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to:

MAY 18 1992
MOTOR VEHICLE
OPERATING UNIT

Interstate Commerce Commission
May 18, 1992
Page 2

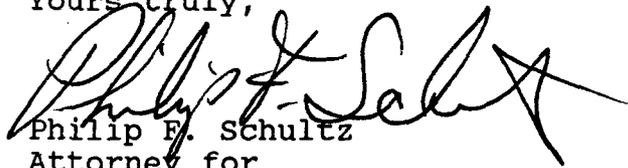
Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

A short summary of the document to appear in the index follows:

Lease Agreement Termination from Greenlease Holding Company, c/o Ampco Pittsburgh Corporation, 600 Grant Street, Suite 4600, Pittsburgh, PA 15219 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated April 8, 1992 and covering twenty (20) all steel, 100 ton high cube boxcar railroad cars bearing the reporting marks MILW 4787 through MILW 4806, inclusive.

Please call me if you should have any questions.

Yours truly,


Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/bv
Enclosure

iccpa3.djj

9014A
RECORDED TO FILED

MAY 18 1992 -4 50 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Stephen M. Griffith, Jr.

Notary Public/

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
Date: Section 462.03 O.R.C.

9014-D
RECORDED & INDEXED

MAY 18 1992 4 50 PM

LEASE AGREEMENT TERMINATION

INTERSTATE COMMERCE COMMISSION

This Lease Agreement Termination (the "Agreement") terminates that certain Equipment Lease, dated September 1, 1977 (the "Lease") between The David J. Joseph Company, successor to BT Equipment Leasing, Inc., as lessor (the "Lessor") and Greenlease Holding Company, successor to Greenville Steel Car Company, as lessee (the "Lessee"), with respect to those certain ballast railroad cars listed in EXHIBIT A hereto (hereinafter referred to as the "Equipment").

WHEREAS, Lessor and Lessee executed the Lease, dated September 1, 1977, relating to the Equipment described in EXHIBIT A hereto;

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") on September 26, 1977 with recordation number 9014;

WHEREAS, all interest, including, but not limited to possessory, ownership, or leasehold interest, of the Lessee, its successors and assigns in the Equipment has been terminated effective December 1, 1991;

WHEREAS, Lessor and Lessee desire to terminate and cancel the Lease with respect to the Equipment and to record this termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Lessor and Lessee agree as follows:

1. All interest, including, but not limited to possessory, ownership, or leasehold interest, of the Lessee, its successors, and assigns in the Equipment has been terminated, effective December 1, 1991.
2. Lessor and Lessee hereby terminate and cancel the Lease, with respect to the Equipment.
3. The parties agree to record this Agreement with the ICC so as to release the lien against the Equipment constituted by the Lease.
4. This Agreement may be executed by the parties hereto in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Agreement to be duly executed by their authorized officers as of this 8th day of April, 1992.

WITNESS:

Susan L. Hardinburgh
LK [Signature]

THE DAVID J. JOSEPH COMPANY (LESSOR)

BY:

[Signature]

TITLE:

VICE PRESIDENT

WITNESS:

Hinnie M. Caruso
Caroline B. Hodge

GREENLEASE HOLDING COMPANY (LESSEE)

BY:

[Signature]

TITLE:

Vice President Industrial Relations
& Senior Counsel

LEASE AGREEMENT TERMINATION

EXHIBIT A

(For the lease dated September 1, 1977 between
The David J. Joseph Company and Greenlease Holding Company)

Twenty (20) all steel, 100 ton high cube boxcar railroad cars
bearing reporting marks as follows:

MILW 4787 - MILW 4806, inclusive

COMMONWEALTH
~~STATE~~ OF PENNSYLVANIA)
COUNTY OF ALLEGHENY) SS:

On this 10th day of April, 1992, before me the
subscriber, Sharon L. Connolly, a Notary Public, duly
commissioned, qualified and acting, within and for said County and
State, appeared in person the within named Robert F. Schultz

to me personally known, who stated and acknowledged that he is the
Vice President Industrial
Relations & Senior Counsel of Greenlease Holding Company,
(title) (company)

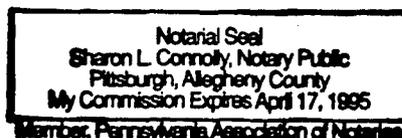
a Pennsylvania corporation, and duly authorized by
(state)

authority of the Board of Directors or by-laws of said corporation
in his capacity as such officer to execute and acknowledge the
foregoing instrument for and in the name and on behalf of said
corporation and further stated and acknowledged that he has so
signed, executed and delivered the foregoing instrument as the free
and voluntary act and deed of said corporation, for the considera-
tion, uses and purposes therein mentioned and set forth and desired
that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 10th day of April, 1992.

Sharon L. Connolly
(Notary Signature)

My commission expires:



STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 8th day of April, 1992, before me the subscriber, JAMES H. GOETZ, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named DOUGLAS F. McMILLAN to me personally known, who stated and acknowledged that he is the VICE PRESIDENT of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 8th day of April, 1992.



(Notary Signature)

My commission expires:
JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995