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RECORDATION NO. 24591-S FILED

FEB 21 '06 4-52 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
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February 21, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release of Lien, a secondary document, dated as of February 16, 2006. The primary document to which this is connected is recorded under Recordation No. 24591. We request that one copy of this document be recorded under Recordation No. 24591-S.

The name and address of the party to the Partial Release of Lien is:

Administrative Agent:

LaSalle Bank National Association
135 South LaSalle Street
Chicago IL 60603

A description of the equipment covered by the Partial Release of Lien consists of 106 FreightCar America Aluminum Rotary AutoFlood III™ Railcars numbered XCLX 060139-060244, inclusive.

A fee of $ 33.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Partial Release of Lien by LaSalle Bank National Association, 135 South LaSalle Street, Chicago IL 60603, covering 106 FreightCar America Aluminum Rotary AutoFlood III™ Railcars numbered XCLX 060139-060244, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE OF LIEN

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, **FREIGHTCAR AMERICA, INC.**, a Delaware corporation, formerly known as FCA Acquisition Corp., successor-by-merger to FreightCar America, Inc., formerly known as JAC Holdings International, Inc. ("Holdings" and a "Grantor"), has heretofore executed and delivered the Guaranty and Collateral Agreement dated as of April 11, 2005, as amended and supplemented through the date hereof (the "Guaranty and Collateral Agreement") among **JOHNSTOWN AMERICA CORPORATION**, a Delaware corporation ("JAC"), **FREIGHT CAR SERVICES, INC.**, a Delaware corporation ("Freight Car"), **JAC OPERATIONS, INC.**, a Delaware corporation ("JAC Operations"), **JAIX LEASING COMPANY**, a Delaware corporation ("JAIX Leasing"), and **FREIGHTCAR ROANOKE, INC.**, a Delaware corporation ("Freightcar Roanoke") (each a "Co-Borrower" and a "Grantor", and collectively the "Co-Borrowers"), **JAC PATENT COMPANY**, a Delaware corporation ("JAC Patent" and a "Grantor"), **HOLDINGS, JAC INTERMEDCO, INC.**, a Delaware corporation ("JAC Intermedco" and a "Grantor") and each other Person signatory thereto as a Grantor (together with any other Person that becomes a party thereto as provided therein, the "Grantors") in favor of LASALLE BANK NATIONAL ASSOCIATION, as the administrative agent (the "Administrative Agent") for all the Lenders party to the Amended and Restated Credit Agreement (as defined in the Guaranty and Collateral Agreement); and

WHEREAS, pursuant to the Guaranty and Collateral Agreement, Holdings granted to the Administrative Agent a lien on and security interest in, among other things, all inventory and equipment, including, without limitation, all railcars then owned or thereafter acquired by Holdings, including the railcars identified in Exhibit A hereto, (the railcars identified on Exhibit A, the "Released Railcars"); and

WHEREAS, to perfect and evidence the grant of the security interest to the Administrative Agent in all railcars then owned or thereafter acquired by Holdings, a copy of the Guaranty and Collateral Agreement was duly recorded and filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on May 11, 2005, under Recordation Number 24591-R; and

WHEREAS, Holdings has requested the Administrative Agent to release from the lien of the Guaranty and Collateral Agreement the Released Railcars and any right, title or interest which the Administrative Agent may have in or to the Released Railcars, other than the continuing lien of the Administrative Agent in and to any proceeds from the sale or other disposition by Holdings of the Released Railcars, and Holdings has represented and warranted to Administrative Agent that Holdings has complied with all conditions of the Guaranty and Collateral Agreement precedent to such release.

NOW, THEREFORE, for and in consideration of Ten Dollars ($10.00) and other good and valuable consideration, receipt whereof is hereby acknowledged, and pursuant to the authority vested by the Guaranty and Collateral Agreement in the Administrative Agent, the

Administrative Agent does hereby RELEASE, REMISE, CONVEY AND QUIT CLAIM unto Holdings, its successors and assigns (without representation, warranty or recourse of any kind), all of the right, title, lien, interest, claim or demand whatsoever which the Administrative Agent has or may have acquired under, through or by virtue of the Guaranty and Collateral Agreement in and to the Released Railcars, excepting, however, the continuing lien of the Administrative Agent in and to all proceeds realized by Holdings from the sale or other disposition of the Released Railcars.

THIS INSTRUMENT is executed upon the express condition that nothing herein contained shall be construed to release from the lien of the Guaranty and Collateral Agreement, or to impair said lien upon any property subject hereto, except the Released Railcars.

IN WITNESS WHEREOF, the Administrative Agent has caused this instrument to be duly executed and delivered by its duly authorized officer as of this 16th day of February, 2006.

LASALLE BANK NATIONAL ASSOCIATION,
as Administrative Agent

By: Robert W. Hart
Title: Senior Vice President

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 16th day of February, 2006 before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Robert W. Hart to me a Senior Vice President of LaSalle Bank National Association, a national association, and duly authorized by authority of the board of directors or the by-laws of said national association in his/her capacity as such officers to execute and acknowledge the foregoing instrument for and in the name and on behalf of said national association and further stated and acknowledged that he/she has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said national association, 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 16th day of February, 2006.

Shirley J McGreal
Notary Public

My Commission Expires: 05.20.09

OFFICIAL SEAL
SHIRLEY J MCGREAL
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:05/20/09

EXHIBIT A
RELEASED RAILCARS

One hundred six (106) aluminum rotary AutoFlood III™ railcars, marked and numbered as follows (all inclusive):

XCLX 060139 – XCLX 060244

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Partial Release of Lien, dated as of February 16, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

Louis E. Gitomer
February 21, 2006