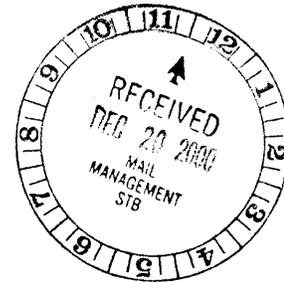




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



13 December 2000

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 18672-D FILED

DEC 22 '00 9-21 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (2) originals ~~and one (1) copy~~ of a Release of Lien of Options, Rights of First Refusal and Remarketing Rights between the following two parties:

Firststar Equipment Finance,
A Division of Firststar Bank, N.A.
425 Walnut Street
ML CN-WN-08EF
Cincinnati, Ohio 45202

Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please file this agreement as a secondary document under Recordation Number 18672-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 18672, 18672-A, 18672-B, and 18672-C. This filing is to appear in index as follows: Release of Lien of Options, Rights of First Refusal and Remarketing Rights dated November 29, 2000 between Firststar Equipment Finance, A Division of Firststar Bank, N.A. and Joseph Transportation Services, Inc. related to thirty-eight (38) railcars bearing the recording marks: WRCC 200-202,204-205,207-208,210-212,214,217,221,223-224,226-230,233,235-243,245-248,250-251,253-254.

A fee in the amount of \$26.00, is included in the enclosed check in the amount of \$52.00, check number 13844 for the filing of this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 345-4408.

Sincerely,

Mary Jo Colebrook
Contract Manager

Enclosures

RECORDATION NO. 18672-D FILED

DEC 22 '00 9-21 AM

**RELEASE OF LIEN
OF
OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS**

SURFACE TRANSPORTATION BOARD

This Release of Options, Rights of First Refusal and Remarketing Rights (the "Release") releases the lien created by that certain Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of August 29, 1997 (the "Memorandum"), bearing Surface Transportation Board ("STB") Recordation No. 18672-B, filed on September 11, 1997, between Star Bank, N.A. (subsequently "Firststar Equipment Finance, a Division of Firststar Bank, N.A.") (hereinafter referred to as "Firststar") and DJJ Transportation Services, Inc. (subsequently Joseph Transportation Services, Inc.) (hereinafter referred to as "Joseph"), relating to thirty-eight (38) railcars as set forth in Schedule I attached hereto ("Railcars").

WHEREAS, the thirty-eight (38) Railcars were leased pursuant to the Railroad Equipment Lease dated November 15, 1993, with Sunbelt Asphalt & Materials, Inc. (formerly known as Parker Lafarge, Inc.), as Lessee, and DJJ Transportation Services, Inc., a subsidiary of The David J. Joseph Company, as Lessor, as subsequently assigned to Firststar, as Lessor, on August 29, 1997, (hereinafter referred to as the "Lease");

WHEREAS, Joseph has purchased the thirty-eight (38) Railcars subject to the Lease (hereinafter referred to as the "Equipment") from Firststar, and by such act, all interest of Firststar, its successors and assigns, in the Equipment arising pursuant to the Memorandum has been terminated;

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Firststar submits the following:

1. Joseph has purchased the Equipment from Firststar.
2. All interest of Firststar, its successors and assigns, in the Equipment arising pursuant to the Memorandum has been terminated.
3. Firststar hereby releases any lien created by or arising out of the Memorandum.
4. This Release shall be recorded with the Surface Transportation Board so as to record the release of the lien against the Equipment constituted by the Memorandum and shall bear Recordation Number 18672-D

IN WITNESS WHEREOF, the parties have executed this Release as of November 29, 2000.

**FIRSTAR EQUIPMENT FINANCE, A DIVISION
OF FIRSTAR BANK, N.A.**

By: 
Name: LynnAnne G. Rose
Title: Vice President

JOSEPH TRANSPORTATION SERVICES, INC.

By: 
Name: Kevin J. Purcell
Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 29th day of November, 2000, before me the subscriber, Linda M. Baughman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kevin J. Purcell, to me personally known, who stated and acknowledged that he is the Vice President of Joseph Transportation Services, Inc., 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 this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document 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 29th day of November, 2000.


(Notary Signature)



LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 30th day of November, 2000, before me the subscriber, _____, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named LynnAnne G. Rose, to me personally known, who stated and acknowledged that she is the Vice President of Firststar Equipment Finance, a Division of Firststar Bank, N.A., a national banking association organized under the laws of the United States, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document 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 30th day of November, 2000.


(Notary Signature)

My commission expires:

MICHAEL P. DICKMAN
Notary Public, State of Ohio
My Commission Expires July 23, 2003

**SCHEDULE I
TO
RELEASE OF LIEN
OF
OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS**

CARS: Thirty-eight (38), 100-ton, 2300 cubic foot, Ortnor built, AAR designated HT, "Rapid Discharge" bottom dump, three pocket railcars bearing reporting marks as follows:

WRRC 200-202
WRRC 204-205
WRRC 207-208
WRRC 210-212
WRRC 214
WRRC 217
WRRC 221
WRRC 223-224
WRRC 226-230
WRRC 233
WRRC 235-243
WRRC 245-248
WRRC 250-251
WRRC 253-254

LEASE: Lease between Sunbelt Asphalt & Materials, Inc., as Lessee, dated November 15, 1993, and Joseph Transportation Services, Inc., as Lessor, as subsequently assigned to Firststar Bank, N.A., as Lessor, on August 29, 1997.