

RECORDATION NO. **20646-GG**

ALVORD AND ALVORD
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DEC 17 '01 3-45 PM
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 17, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Partial Release of Asset Purchase, Assignment and Assumption Agreement dated as of December 14, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Asset Purchase, Assignment and Assumption Agreement which was previously filed with the Board under Recordation Number 20646-I.

The names and addresses of the parties to the enclosed document are:

Assignor: The Vaughn Group, Inc.
9367 Allen Road
West Chester, OH 45069

Assignee: U.S. Bancorp Equipment
Finance, Inc.
(f/k/a Firststar Bank, N.A.
f/k/a Star Bank, N.A.)
425 Walnut Street
Cincinnati, Ohio 45202

Mr. Vernon A. Williams
December 17, 2001
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A description of the railroad equipment covered by the enclosed documents is:

17 gondola railcars bearing SIRX (formerly WISX and AEX) reporting marks and road numbers attached hereto.

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

Partial Release of Asset Purchase, Assignment and Assumption Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

Exhibit A

Equipment described as : Seventeen (17) 100 ton, steel, flat bottom, 4,000 cubic foot, Thrall-built coal gondola railcars

<u>Original Car #</u>	<u>Old Car #</u>	<u>New Car #</u>	<u>Original Car #</u>	<u>Old Car #</u>	<u>New Car #</u>
WISX000595	AEX 4018	SIRX 380150	WISX001334	AEX 4062	SIRX 380194
WISX000599	AEX 4019	SIRX 380151	WISX001338	AEX 4066	SIRX 380198
WISX000605	AEX 4020	SIRX 380152	WISX001343	AEX 4069	SIRX 380201
WISX000607	AEX 4022	SIRX 380154	WISX001353	AEX 4073	SIRX 380205
WISX000630	AEX 4024	SIRX 380156	WISX001354	AEX 4074	SIRX 380206
WISX001371	AEX 4083	SIRX 380215	WISX001355	AEX 4075	SIRX 380207
WISX001381	AEX 4088	SIRX 380220	WISX001358	AEX 4076	SIRX 380208
WISX001398	AEX 4091	SIRX 380223	WISX001359	AEX 4077	SIRX 380209
WISX001361	AEX 4078	SIRX 380210			

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PARTIAL RELEASE OF
ASSET PURCHASE, ASSIGNMENT
AND ASSUMPTION AGREEMENT

SURFACE TRANSPORTATION BOARD

The undersigned, U.S. Bancorp Equipment Finance, Inc. (formerly known as Firststar Bank, N.A., formerly known as Star Bank, N.A.) entered into the Asset Purchase, Assignment and Assumption Agreement made August 28, 1997 (the "Agreement") with The Vaughn Group, Inc. (formerly known as The Vaughn Group, Ltd.) ("Assignor") and does hereby terminate and release its interest in the seventeen (17) 100 ton steel gondola rail cars further identified on Exhibit A attached hereto. The Agreement was recorded with the Surface Transportation Board on October 17, 1997 under Recordation No. 20646-I.

Dated as of this 14th day of December 2001.

THE VAUGHN GROUP, INC.

By: [Signature]
JOHN J. CATALANO
Title: SENIOR VICE PRESIDENT AND COO

State of Ohio)
County of Butler) ss:

On this 14th day of December 2001, before me personally appeared John J. Catalano, to me personally known, who being by me duly sworn, says that (s)he is a Sr VP and COO of The Vaughn Group, Inc., and that said instrument, signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public
KATHY J. VOEGELE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 08-16-05



U.S. BANCORP EQUIPMENT FINANCE, INC.
(formerly known as Firststar Bank, N.A.,
formerly known as Star Bank, N.A.)

By: [Signature]
Title: VP

State of Oregon)
County of Washington) ss:

On this 13 day of December 2001, before me personally appeared Frank Namdar, to me personally known, who being by me duly sworn, says that (s)he is a Vice President of U.S. Bancorp Equipment Finance, Inc., and that said instrument, signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

My commission expires: 7/21/2002

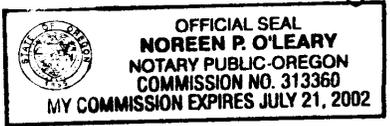


Exhibit A

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<u>Original Car #</u>	<u>Old Car #</u>	<u>New Car #</u>	<u>Original Car #</u>	<u>Old Car #</u>	<u>New Car #</u>
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