

Piper Rudnick

RECORDATION NO. 24664-F FILED

FEB 02 '04

2-33 PM

203 North LaSalle Street, Suite 1800
Chicago, Illinois 60601-1293
main 312.368.4000 fax 312.236.7516

SURFACE TRANSPORTATION BOARD

SUSAN G. LICHTENFELD
susan.lichtenfeld@piperrudnick.com
direct 312.368.2125
direct fax 312.630.6338

January 30, 2004

Via Overnight Delivery

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 1301(a) are one original executed and two photostatic copies of the Partial Release of Lien ("Partial Release") dated January 30, 2004, from General Electric Capital Corporation ("Secured Party"), a secondary document as defined in the Commissioner's Rules for the Recordation of Documents. The Partial Release relates to that certain Security Agreement, dated as of October 17, 2003 (the "Security Agreement") between Secured Party and Johnstown America Corporation ("Debtor") and certain of Debtor's affiliates, which Security Agreement was duly recorded and filed, pursuant to 49 U.S.C. Section 11301, with the Surface Transportation Board on October 28, 2003 and assigned recordation number 24664.

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

Secured Party: General Electric Capital Corporation
01 Merritt Seven, Suite 23
Norwalk, CT 06856

A description of the railroad equipment covered by the enclosed Partial Release is as follows: 100 steel quad hopper railcars bearing GCCX marks and 40 steel non rotary automatic discharge railcars bearing IPSX marks, and the road numbers set forth on Exhibit A to the enclosed Partial Release.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

~CHG01:30403962.v1

Piper Rudnick LLP

Kindly return both stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Piper Rudnick, 203 North LaSalle Street, Suite 1800, Chicago, Illinois 60601.

Following is a short summary of the enclosed document and the primary document to which it relates:

Secondary Document to Be Recorded

Partial Release of Lien, dated January 30, 2004, by General Electric Capital Corporation, as Secured Party, releasing the Secured Party's lien on 100 steel quad hopper railcars bearing GCCX marks and 40 steel non rotary automatic discharge railcars bearing IPSX marks, and the road numbers set forth on Exhibit A to the enclosed Partial Release of Lien.

Primary Document to which the Secondary Document Relates

Security Agreement dated as of October 17, 2003 between General Electric Capital Corporation, as Secured Party, and Johnstown America Corporation, as Debtor (and certain of Debtor's affiliates), granting to the Secured Party a security interest in all of the Debtor's rail equipment now owned or hereinafter acquired, duly recorded and filed, pursuant to 49 U.S.C. §11301, with the Surface Transportation Board on October 28, 2003 and assigned Recordation Number 24664.

Very truly yours,

PIPER RUDNICK LLP


Susan G. Lichtenfeld

SGL:rc
Enclosures

RECORDATION NO. 24664-F FILED

FEB 02 '04

2-33 PM

PARTIAL RELEASE OF LIEN

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, JOHNSTOWN AMERICA CORPORATION, a Delaware corporation ("JAC"), has heretofore executed and delivered the Security Agreement dated as of October 17, 2003, as amended and supplemented through the date hereof (the "Security Agreement") among GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, as secured party (the "Secured Party"), JAC AND JAC's affiliates identified therein; and

WHEREAS, pursuant to the Security agreement, JAC granted to the Secured Party a lien on and security interest in, among other things, all chattel paper, inventory and equipment, including, without limitation, all railcars then owned or thereafter acquired by JAC, 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 Secured Party in all railcars then owned or thereafter acquired by JAC, the of Security Agreement was duly recorded and filed with the Surface Transportation Board pursuant to 49U.S.C. § 11301 on October 28, 2003, under Recordation Number 24664 and all chattel paper was legended noting the security interest of Secured Party and assignment of such chattel paper to Secured Party; and

WHEREAS, JAC has requested the Secured Party to release from the lien of the Security Agreement the Released Railcars and any chattel paper in connection with the Released Railcars, and any right, title or interest which the Secured Party may have in or to the Released Railcars or chattel paper in connection with the Released Railcars, other than the continuing lien of the Secured Party in any proceeds from the sale or other disposition by JAC has represented and warranted to Secured Party the JAC has complied with all conditions of the Security 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 Security Agreement in the Secured Party, the Secured Party does hereby RELEASE, REMISE, CONVEY AND QUIT CLAIM unto JAC, its successors and assigns (without representation, warranty or recourse of any kind), all of the right, title lien, interest, claims or demand whatsoever which the Secured Party has or may have acquired under, through or by virtue of the Security Agreement in and to the Released Railcars and any chattel paper in connection with the Released Railcars, excepting, however, the continuing lien of th Secured Party in an to all proceeds realized by JAC 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 Security Agreement, or to impair said lien upon any property subject hereto, except the Released Railcars and chattel paper in connection with the Released Railcars.

IN WITNESS WHEREOF, the Secured Party has caused this instrument to be duly executed and delivered by its duly authorized officer as of the 30th day of January, 2004.

GENERAL ELECTRIC CAPITAL CORPORATION, as Secured Party

By: [Signature]
Title: VICE PRESIDENT

STATE OF Illinois

COUNTY OF Cook)§

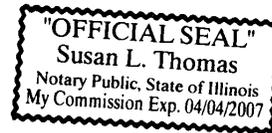
On this 30th day of January before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State appeared in person the within named Richard Pondel to me a Vice President of General Electric Capital Corporation, a Delaware corporation and duly authorized by authority of the board of directors or the by-laws of said corporation in his/her capacity as such officers 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/she 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 30th day of January, 2004

[Signature]

Notary Public

My Commission Expires: 04.04. 2007



**EXHIBIT A
RELEASED CARS**

100 1977-1978 Bethlehem built 3,483 cubic foot capacity, 263,000 pound gross rail load steel quad hopper railcars marked as follows (all inclusive):

GCCX 19,395
GCCX 19,401
GCCX 19,404 – GCCX 19,405
GCCX 19,409 – GCCX 19,410
GCCX 19,413
GCCX 19,415 – GCCX 19,416
GCCX 19,419 – GCCX 19,421
GCCX 19,423
GCCX 19,425 – GCCX 19,426
GCCX 19,429 – GCCX 19,430
GCCX 19,433
GCCX 19,436
GCCX 19,438
GCCX 19,444
GCCX 19,446
GCCX 19,450 – GCCX 19,452
GCCX 19,455 - GCCX 19,456
GCCX 19,461
GCCX 19,464
GCCX 19,466 – GCCX 19,467
GCCX 19,475
GCCX 19,480
GCCX 19,483
GCCX 19,485
GCCX 19,489
GCCX 19,492
GCCX 19,495
GCCX 19,497
GCCX 19,502
GCCX 19,504 – GCCX 19,508
GCCX 19,510
GCCX 19,515 - GCCX 19,517
GCCX 19,519 - GCCX 19,520
GCCX 19,522
GCCX 19,527 – GCCX 19,529

GCCX 19,532 - GCCX 19,533
GCCX 19,535
GCCX 19,536
GCCX 19,538 - GCCX 19,539
GCCX 19,541
GCCX 19,546 - GCCX 19,547
GCCX 19,550 - GCCX 19,552
GCCX 19,559
GCCX 19,561
GCCX 19,563
GCCX 19,570
GCCX 19,572
GCCX 19,574 - GCCX 19,576
GCCX 19,579 - GCCX 19,580
GCCX 19,584
GCCX 19,586
GCCX 19,590 - GCCX 19,591
GCCX 19,597 - GCCX 19,599
GCCX 19,601
GCCX 19,604 - GCCX 19,605
GCCX 19,608 - GCCX 19,609
GCCX 19,614
GCCX 19,617 - GCCX 19,619
GCCX 19,621 - GCCX 19,622
GCCX 19,627
GCCX 19,630
GCCX 19,635
GCCX 19,636
GCCX 19,640

40 1978 Ortner built 3,850 cubic foot capacity, 263,000 pound gross rail load steel non rotary automatic discharge railcars marked as follows (all inclusive):

IPsx 78509
IPsx 78511
IPsx 78519
IPsx 78524
IPsx 78548
IPsx 78552
IPsx 78558
IPsx 78578
IPsx 78586
IPsx 78610
IPsx 78616

IPSX 78619
IPSX 78621
IPSX 78626
IPSX 78631
IPSX 78641
IPSX 78656
IPSX 78662
IPSX 78664
IPSX 78670
IPSX 78679
IPSX 78686
IPSX 78693
IPSX 78698
IPSX 78705
IPSX 78706
IPSX 78714
IPSX 78731
IPSX 78734
IPSX 78737
IPSX 78743
IPSX 78751
IPSX 78784
IPSX 78788
IPSX 78796
IPSX 78799
IPSX 78808
IPSX 78818
IPSX 78831
IPSX 78878