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RECORDATION NO. 17449-C FILED

MAR 9 '04 10:46 AM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

March 9, 2004

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 Lease Termination, a secondary document, dated as of February 17, 2004. The primary document to which this is connected is recorded under Recordation No. 17449. We request that one copy of this document be recorded under Recordation No. 17449-B.

The names and addresses of the parties to the Lease Termination are:

Lessor:

The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee:

RailTex, Inc.
5300 Broken Sound Boulevard, N.W.
Boca Raton, FL 33487

A description of the equipment covered by the Lease Termination consists of 25 100-ton open top hopper cars numbered TRAX 1300, 1302, 1303, 1304, 1308, 1313, 1314, 1316, 1318, 1322, 1329, 1333, 1336, 1339, 1344, 1350, 1353, 1355, 1356, 1357, 1362, 1363, 1364, 1365, and 1371.

BALL JANIK LLP

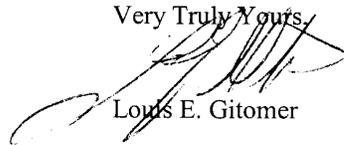
Honorable Vernon A. Williams
March 9, 2004
Page 2

A fee of \$30.00 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 Lease Termination between The David J. Joseph Company, 300 Pike Street, Cincinnati, OH 45202, and RailTex, Inc., 5300 Broken Sound Boulevard, N.W., Boca Raton, FL 33487, covering 25 100-ton open top hopper cars numbered TRAX 1300, 1302, 1303, 1304, 1308, 1313, 1314, 1316, 1318, 1322, 1329, 1333, 1336, 1339, 1344, 1350, 1353, 1355, 1356, 1357, 1362, 1363, 1364, 1365, and 1371.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

This Lease Termination dated as of February 17, 2004 is between The David J. Joseph Company (f/k/a DJJ Transportation Services, Inc. and Joseph Transportation Services, Inc.), as Lessor, and RailTex, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Railroad Equipment Lease (Modified Net Lease) dated as of June 6, 1991, which was recorded at the Interstate Commerce Commission (the "ICC") on July 23, 1991 under Recordation No. 17449 for 25 100-ton open top hopper cars numbered TRAX 1300, 1302, 1303, 1304, 1308, 1313, 1314, 1316, 1318, 1322, 1329, 1333, 1336, 1339, 1344, 1350, 1353, 1355, 1356, 1357, 1362, 1363, 1364, 1365, and 1371 (the "Equipment"), which was amended by an Amendment to Lease Agreement dated as of June 10, 1994, which was recorded at the ICC on July 11, 1994 under Recordation No. 17449-A, and which was amended by Amendment No. 2 dated as of September 8, 1997, which was recorded at the Surface Transportation Board on October 17, 1997 under Recordation No. 17449-B (all referred to as the "Lease Documents");

WHEREAS, The rights, interests and obligations of Lessor and Lessee under the Lease Documents have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease Documents, and all rights and obligations arising under the Lease Documents with respect to the Equipment.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above written.

THE DAVID J. JOSEPH COMPANY

By: Linda M. Baughman
Linda M. Baughman
Its: Assistant Secretary

RAILTEX, INC.

By: Robert H. George
Its: VP - Contracts

STATE OF OHIO)
) ss.
County of Hamilton)

On this 17th day of February, 2004, before me, Julie M. Woodard, the undersigned Notary Public, personally appeared Linda M. Baughman, personally known to me to be the person who executed the within instrument as Assistant Secretary on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

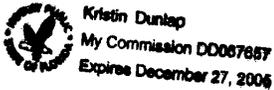


JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires
September 24, 2007

Julie M. Woodard
Notary Public for the State of Ohio
My Commission expires 9/24/07

STATE OF Florida)
County of Palm Beach) ss.
and March)

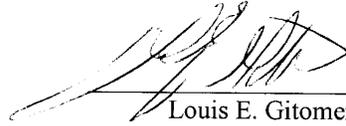
On this 2 day of ~~February~~, 2004, before me, Kristin Dunlap, the undersigned Notary Public, personally appeared Sandra K. Franzer personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Kristin Dunlap
Notary Public for State of Florida
My Commission expires 12-27-06

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Lease Termination dated as of February 17, 2004, 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.

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
March 9, 2004