



The David J. Joseph Company



December 28, 2004

RECORDATION NO. 23782-A FILED

JAN 04 '05

4-14 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Suite 715
Washington, DC 20423-0006

Dear Mr. Williams:

Please find enclosed, two (2) originals of a Partial Release dated December 13, 2004 between the following two parties:

Assignor: Johnstown America Corporation
17 Johns Street
Johnstown, PA 15901

Assignee: Joseph Leasing Ltd.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment involved in this transaction.

This filing is to appear in index as follows: Partial Release dated December 13, 2004 related to one hundred thirty-five (135) railcars bearing reporting marks NSPX 92001-92135, inclusive.

Please file this agreement as a secondary document under Recordation 23782-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 23782. The filing fee in the amount of \$32.00 is included in the enclosed check. Please return one stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

The David J. Joseph Company

Barb Brzezicki
Contract Manager

Enclosures

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PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

This Release is entered into as of December 13, 2004 between Joseph Leasing Ltd., an Ohio Limited liability company ("Joseph") and Johnstown America Corporation a Delaware corporation ("Johnstown").

WHEREAS, Joseph and Johnstown are parties to a Purchase and Sale Agreement dated as of November 21, 2001 (the "Agreement") pursuant to which (a) Joseph purchased the railroad cars identified on Exhibit A hereto (the "Railcars") and (b) Johnstown granted Joseph certain rights in such Railcars which operated as a lien upon such Railcars;

WHEREAS, Joseph and Johnstown memorialized the Agreement of record by filing a Memorandum of Assignment and Assumption Agreement dated as of November 21, 2001 between Joseph and Johnstown (the "Memorandum of Assignment and Assumption") with the Surface Transportation Board (the "STB"); and

WHEREAS, the Memorandum of Assignment and Assumption was recorded with the STB on December 21, 2001 at 2:22 p.m. and assigned recordation number 23782;

NOW THEREFORE, in consideration of the premises and mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt of which is hereby acknowledged, Joseph and Johnstown agree as follows:

1. The Memorandum of Assignment and Assumption is hereby terminated. The parties hereby (a) releases all rights, interests or claims to, and all liens and encumbrances upon, the Railcars.
2. The parties desire to execute this Release for purposes of memorializing of record the agreements set forth herein.
3. This Release may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have each caused this Release to be duly executed by their respective officers duly authorized as of the date and year first above written.

JOSEPH LEASING LTD.

By: *Paul G. Jantsch*

Title: Vice President

State of OHIO)
County of HAMILTON) ss

The foregoing instrument was acknowledged before me this 28th day of December, 2004 by Paul G. Jantsch, the Vice President of Joseph Leasing Ltd. an Ohio limited liability company, on behalf of the said company.

Barbara A. Brzezicki
Notary Public
My Commission Expires: Feb 20, 2006



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

EXHIBIT A

RAILCARS: One hundred thirty-five (135) railcars bearing reporting marks as follows:

NSPX 92001-92135, inclusive