

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, DC  
20006-2973  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156

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

OF COUNSEL  
URBAN A. LESTER

February 2, 2000

RECORDATION NO. 20270-Y FILED

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

FEB 2 '00 12-41 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Release and Termination of Collateral Interest and Assignment of Leases, dated January 24, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents

The enclosed document amends and restates the Amended and Restated Security Agreement, the Amended and Restated Assignment of Leases and Security Documents Supplements No 1 through No 8, which were previously filed with the Board under Recordation Numbers 20270-O through 20270-X

The name and address of the party to the enclosed document are.

Secured Party      BankBoston, N A  
100 Federal Street  
Boston, Massachusetts 02110

[Debtor      DJJ Leasing, Ltd ]

A description of the railroad equipment covered by the enclosed document is

1290 railcars identified on Schedule A "Pool A Cars & Leases"  
attached hereto

Mr. Vernon Williams  
February 2, 2000  
Page Two

Also enclosed is a check in the amount of \$26 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long, sweeping horizontal stroke at the end.

Robert W Alvord

RWA/bg  
Enclosures

FEB 2 '00 12-41 PM

SURFACE TRANSPORTATION BOARD

**RELEASE & TERMINATION  
OF COLLATERAL INTEREST AND ASSIGNMENT OF LEASES**

BANKBOSTON, N.A., a national banking association (the "Lender"), hereby certifies that all obligations owned to Lender by D.J.J. Leasing Ltd., (the "Borrower") and secured by certain railcars and assignments of leases (attached hereto as Exhibit A) (the "Collateral"), which Collateral interest has been recorded with the Surface Transportation Board, the Registrar General of Canada, the Secretary of State for the State of Ohio, and other such places as Lender has from time to time deemed proper, have been fully paid and satisfied.

Accordingly, Lender hereby terminates, releases and discharges, without limitation, any and all security interests granted to it by Borrower in the aforesaid railcars and assignment of leases and any charges, mortgages, debentures, guarantees and/or other security agreements heretofore executed and delivered.

Recordings with the Surface Transportation Board include the Amended and Restated Security Agreement (Rec. No. 20270-O), the Amended and Restated Assignment of Leases (Rec. No. 20270-P) and Security Documents Supplements No. 1 through No. 8 (Rec. Nos. 20270-Q through 20270-X).

The undersigned hereby further agrees to execute, at the expense of DJJ Leasing, Ltd., its successors and assigns, such further agreements, documents, and instruments, which may from time to time be requested by DJJ Leasing, Ltd., its successors and assigns, and do or cause to be done such further acts as may be necessary or proper to effectuate the provisions and purposes of this agreement, including, without limitation, the execution and delivery of registrable discharges and financing change statements in respect of the aforementioned security.

This paragraph being only for purposes of the Canada Personal Property Security Act ("PPSA"); Canadian counsel, Fraser & Beaty, is hereby irrevocably authorized to complete and file, as agent of the undersigned, all registrations and filings necessary to remove and discharge from the PPSA registration system, in each of the agents' respective provinces, and all other security registration systems in Canada, all registrations and filings in existence on the date hereof against DJJ Leasing, Ltd., its successors and assigns, in favor of the undersigned, including without limitation those described on Schedule A attached hereto.

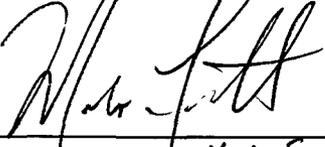
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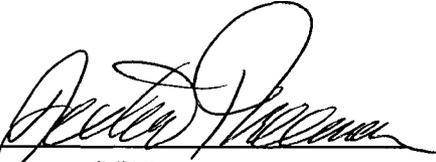
IN WITNESS WHEREOF, this instrument has been executed on the date of acknowledgment indicated below.

Signed and acknowledged  
in the presence of:

BANKBOSTON, N.A.

  
Printed Name: Nora Bloch

  
Printed Name: Mark Farrell

By:   
Name: DEXTER FREEMAN  
Title: Director  
Date: January 24, 2000

STATE OF MA )  
 ) ss:  
COUNTY Suffolk )

*conducts business*

On this 24 day of January, 2000, before me, personally appeared DEXTER FREEMAN to me personally known, who being by me duly sworn, says that he resides at 101 Federal St Boston, Ma. and is Director of BANKBOSTON, N.A., as Lender, that said instrument was signed on the date hereof on behalf of said national banking association by authority of its BoD of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

*Edward J. Van Engelen*  
Notary Public  
*Commission Expires*  
*11/12/04*



1\FB013\RELEASE TER

**SCHEDULE A**

**POOL A CARS & LEASES**

Leases	No. of Cars	Equipment Description	Car Rpt. Mark & Numbers	NOTES
Consolidated Rail Corp.	300	52'6" Steel Mill Gondola Car Type - G519	FCEN 96200 - 96499	20270- O + P
Union Pacific RR Company	100	52'6" Steel Mill Gondola Car Type - G519	CHTT 286000 - 286099	"
Peoria & Pekin Union	100	52'6" Steel Mill Gondola Car Type - G519	PPU 9100 - 9199	"
Union Pacific RR Co.	100	52'6" Steel Mill Gondola Car Type - G519	CHTT 286100 - 286199	"
South Carolina Public Service Authority	95	Maxgon Aluminum Coal Gondola Car Type - J311	DJLX 97000 - 97094	"
Harvest States Cooperatives	20	5125 cu. ft. Pressure Discharge Covered Hoppers Car Type - C614	DJLX 97200-97219	"
Carolinas Cement Company	20	3230 cu. ft. Differential Covered Hoppers Car Type - C614	DJLX 97300-97319	"
Wheeling & Lake Erie	50	52'6" Steel Mill Gondola Car Type - E534	WE 2600 - 2649	20270- Q
Chicago S. Shore & S. Bend RR	75	52'6" Steel Mill Gondola Car Type - G519	CSS 30100 - 30174	20270- R
California Northern RR Co.	50	52'6" Steel Mill Gondola Car Type - G519	CNFR 52001 - 52050	20270- R
Arkansas Midland RR Co.	50	73' center partition Flatcars Car Type - F483	AKMD 2000 - 2049	20270- S
Potlatch Corp.	50	73' center partition Flatcars Car Type - F483	CRLE 20815 - 20839 & CRLE 20715 - 20739	20270- T

U.S. Silica	60	3200 cu. ft., 100 ton Cement Cars Car Type - C112	DJLX 98100 - 98159	20270 - K
Railtex, Inc.	30	100 Ton, Bulkhead Flatcars Car Type - F443	GSWR 501 - 530	20270 - V
Indiana Harbor Belt RR Company	20	100 Ton, Bulkhead Flatcars Car Type - F443	IHB 98200 - 98219	20270 - W
Willamette & Pacific RR, Inc.	50	73' center partition Flat Cars Type - F483	WPRR 75000 - 75049	20270 - X

**POOL B CARS & LEASES**

Pool B Leases	No. of Cars	Equipment Description	Car Rpt. Mark & Numbers	Notes
Arkansas Shortline RR, Inc.	50	73' center partition Flatcars Car Type - F483	DR7100- 7149	
The David J. Joseph Co.	105	52'6" Steel Mill Gondola Car Type - G519	DJX 9700 - 9804	
Union Pacific	105	100-ton 66 ft. Mill Gondola Car Type - G619	CHTT 286875 - 286979	
Canadian National	70	Centerbeam Flatcars Car Type - F483	TNMR 2731 - 2800	
Allied Enterprises	30	Centerbeam Flatcars Car Type - F483	AM 1310 - 1339	
West Tenn.	25	100 Ton 66 FT. Mill Gondolas Car Type - G619	TKEN 9928-29 9933-34, 36,40- 41, 45, 49,52-54, 59, 63-64,66- 73,77-78	

Finger Lakes	20	100-Ton 66 FT. Mill Gondolas Car Type G619	FGLK 9965,74-76, 79-94	
Longo Epic	50	100-Ton 66 FT. Mill Gondolas Car Type G619	DJX 9900-27, 30-32, 35,37-39, 42-44, 46-48, 50-51 55-58,60 -62	
Wisconsin Central	60	Centerbeam Flatcars Car Type - F483	SSAM 38750 - 38809	
Ashland Railway	20	52' Mill Gondolas Car Type - G519	TNMR 4050 - 4069	
Kerr McGee	7	73' Centerbeam Flatcars Car Type - F483	DJLX 99000 - 99006	
DJJ	175	100-Ton 66 FT. Mill Gondolas Car Type G619	DJX 19000-19131, 19151-19192	
MHF Logistics	70	52' Mill Gondolas Car Type - G519	MHFX 5800 - 5869	
Temple Inland	12	73' Centerbeam Flatcars Car Type - F483	TNMR 11000 - 11011	
Providence & Wooster	50	52' Mill Gondolas Car Type - G519	TKEN 9500 - 9549	
Union Pacific	120	Maxgon Aluminum Coal Gondola Car Type - J311	DJLX 96000 - DJLX 93124	