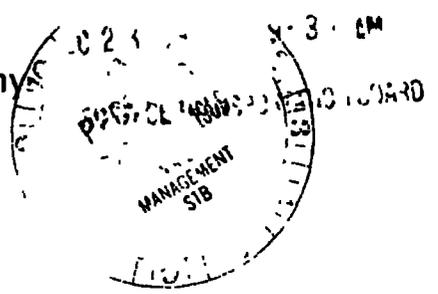


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19134-C, D, E FILED

The David J. Joseph Company



December 15, 1999

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams

Enclosed for recordation is an original and one copy of the **Partial Release of Lien of Lease Agreement** dated as of November 23, 1999. This document relates to the Lease previously filed with the Board under Recordation Number 19134 and subsequent documents are recorded under Recordation Nos 19134A - 19134B. Please file this release as a secondary document bearing Recordation No. 19134-C. Please see the document for the equipment involved in this transaction.

Enclosed for recordation is an original and one copy of the **Release of Lien of Options, Rights of First Refusal and Remarketing Rights** dated as of November 23, 1999. This document relates to the Memorandum previously filed with the Board under Recordation Number 19134A and subsequent documents are recorded under Recordation Nos 19134B - 19134C. Please file this release as a secondary document bearing Recordation No. 19134-D. Please see the document for the equipment involved in this transaction.

Enclosed for recordation is an original and one copy of the **Memorandum of Assignment and Assumption Agreement** dated as of December 1, 1999. This document relates to the documents previously filed with the Board under Recordation Number 19134 and subsequent documents are recorded under Recordation Nos 19134A - 19134D. Please file this release as a secondary document bearing Recordation No. 19134-E. Please see Schedule 1 of the document for the equipment involved in this transaction.

The fee of \$78.00 (\$26.00 for each document) is included on check No. 476188. If you have any questions please call me at 513-621-8770 ext. 239.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M Woodard
Documentation Assistant

Enclosures

Transportation
Services Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address
P O Box 1078
Cincinnati, Ohio 45201 1078

19134-E
FILED
JAN
SURFACE TRANSPORTATION BOARD

**RELEASE OF LIEN
OF
OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS**

This Release of Options, Rights of First Refusal and Remarketing Rights (the "Release") releases the lien created by that certain Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of December 15, 1994 (the "Memorandum"), bearing Surface Transportation Board ("STB") Recordation No. 19134-B, filed on January 17, 1995, between Star Bank, N.A. (subsequently "Firststar Bank, N.A.") (hereinafter referred to as "Firststar") and The David J. Joseph Company (subsequently DJJ Transportation Services, Inc.) (hereinafter referred to as "DJJ"), relating to eighty-six (86) railcars as set forth in Schedule I attached hereto ("Railcars").

WHEREAS, the eighty-six (86) Railcars were leased pursuant to the Railroad Equipment Lease dated December 1, 1994, with Wisconsin Central Ltd., as Lessee, and The David J. Joseph Company, as Lessor, as subsequently assigned to Firststar, as Lessor, on December 15, 1994, (hereinafter referred to as the "Lease");

WHEREAS, eleven (11) of the Railcars, bearing reporting marks WC 31110, 31121, 31123, 31126, 31132, 31133, 31164, 31167, 31174, 31184, 31185, were destroyed during the term of the Lease (hereinafter referred to as "Destroyed Railcars");

WHEREAS, Firststar has released the Destroyed Railcars from the Lease in a separate Lien Release, bearing Recordation Number 19134-C, dated November 23, 1999;

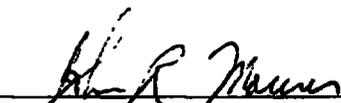
WHEREAS, DJJ has purchased the remaining seventy-five (75) Railcars subject to the Lease (hereinafter referred to as the "Equipment") from Firststar, and by such act, all interest of First Star, its successors and assigns, in the Equipment arising pursuant to the Memorandum has been terminated;

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Firststar submits the following:

1. DJJ has purchased the Equipment from Firststar.
2. All interest of Firststar, its successors and assigns, in the Equipment arising pursuant to the Memorandum has been terminated.
3. Firststar hereby releases any lien created by or arising out of the Memorandum.
4. This Release shall be recorded with the Surface Transportation Board so as to record the release of the lien against the Equipment constituted by the Memorandum and shall bear Recordation Number 19134-D.

IN WITNESS WHEREOF, the parties have executed this Release as of December 1, 1999.

FIRSTAR BANK, N.A.

By: 

Name: John R. Maurer

Title: Vice President

DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: Douglas F. McMillan

Title: President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 23rd day of November, 1999, before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document 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 23rd day of November, 1999.

Julie M. Woodard
(Notary Signature)

My commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 1st day of December, 1999, before me the subscriber, David Wilson, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named John R. Maurer, to me personally known, who stated and acknowledged that he is the Vice President of Firststar Bank, N.A., a national banking association organized under the laws of the United States, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document 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 1 day of December, 1999.

David M. Wilson
(Notary Signature)

My commission expires:

DAVID M. WILSON
Notary Public, State of Ohio
My Commission Expires Aug. 24, 2003

**SCHEDULE I
TO
RELEASE OF LIEN
OF
OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS**

CARS: Seventy-five (75), railcars bearing reporting marks as follows:

WC 31100 – 31109,
WC 31111 – 31120,
WC 31122,
WC 31124 – 31125,
WC 31127 – 31131,
WC 31134 – 31163,
WC 31165 – 31166,
WC 31168 – 31173,
WC 31175 – 31183,

LEASE: Lease between Wisconsin Central LTD., as Lessee, dated December 1, 1994, and The David J. Joseph Company, as Lessor, as subsequently assigned to Firststar Bank, N.A. (formerly known as "Star Bank, N.A."), as Lessor, on December 15, 1994, and amended by the Amendment to Railroad Equipment Lease dated March 17, 1995.