

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567

312-558-1000

WRITER'S DIRECT LINE
(312) 750-8655

TELECOPIER
312-750-8600

SUSAN G. LICHTENFELD

November 23, 1998

VIA OVERNIGHT COURIER

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

RECORDATION NO. 21793 -A

FILED

NOV 24 '98

10-07 AM



580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
732-563-2700

888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

NOV 24 10 07 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Attention: Janice Fort, Room 2311

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Termination of Security Agreement, dated as of November 23, 1998 (the "Termination Agreement"), between Johnstown America Corporation and The Detroit Edison Company, which Termination Agreement is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The Termination Agreement relates to that certain Memorandum of Railcar Security Agreement, dated as of November 17, 1998 (the "Security Agreement"), between Johnstown America Corporation, as the Secured Party, and The Detroit Edison Company, as the Debtor, which Security Agreement was duly recorded and filed, pursuant to 49 U.S.C. Section 11301, with the Surface Transportation Board on November 20, 1998 and assigned recordation number 21793.

The names and addresses of the parties to the enclosed Termination Agreement are:

Secured Party: Johnstown America Corporation
17 Johns Street
Johnstown, Pennsylvania 15901

Mr. Vernon A. Williams
November 23, 1998
Page 2

Debtor: The Detroit Edison Company
 200 2nd Avenue
 Detroit, Michigan 48226

A description of the railroad equipment covered by the enclosed document is set forth in the Termination Agreement.

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 one stamped original copies, two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Termination of Security Agreement, dated as of November 23, 1998, between Johnstown America Corporation and The Detroit Edison Company, which related to and terminates the Memorandum of Security Agreement dated as of November 17, 1998.

Primary Document to Which it Relates

Memorandum of Railcar Security Agreement, dated as of November 17, 1998, between Johnstown America Corporation, as Secured Party, and The Detroit Edison Company, as Debtor, duly recorded and filed, pursuant to 49 U.S.C. §11301, with the Surface Transportation Board on November 20, 1998 and assigned Recordation Number 21793.

Very truly yours,


Susan G. Lichtenfeld

SGL/vgc
Enclosure

cc: Robert W. Kleinman
 Joseph A. McQuade

RECORDATION NO. 21793-A
FILED

NOV 24 '98

10-07AM

TERMINATION OF SECURITY AGREEMENT

THIS TERMINATION OF SECURITY AGREEMENT is made this 23rd day of November, 1998, by and between Johnstown America Corporation ("JAC"), and THE DETROIT EDISON COMPANY ("Debtor")

WHEREAS, JAC and Debtor are parties to a Railcar Security Agreement, dated as of November 17, 1998 (the "Security Agreement"); and

WHEREAS, the Security Agreement created a lien and security interest in favor of JAC in and to the railcars described on Schedule 1 attached hereto (the "Equipment"); and

WHEREAS, the Security Agreement was duly filed for recordation with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. Section 11301, on November 20, 1998, at 10:19 a.m. and given Recordation Number 21793; and

WHEREAS, JAC and Debtor desire to terminate and cancel the Security Agreement and to record such termination and cancellation with the STB;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, JAC and Debtor, intending to be legally bound, agree as follows:

1. JAC and Debtor hereby terminate and cancel the Security Agreement, effective as of the date this Termination of Security Agreement is filed with the STB, and JAC and Debtor hereby agree that no rights, duties or liabilities under the Security Agreement shall survive such termination and cancellation of the Security Agreement, except with respect to acts, events, or omissions under the Security Agreement occurring on or prior to the date hereof.
2. The parties agree to record this Termination of Security Agreement with the STB so as to release any lien against the Equipment created by or arising out of the Security Agreement.
3. This Termination of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.

IN WITNESS WHEREOF, JAC and Debtor have caused this Termination of Security Agreement to be executed as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION

By *Mark P. Hoff*
Its *Contract Administrator*

THE DETROIT EDISON COMPANY

By *[Signature]*
Its *Assistant Treasurer*

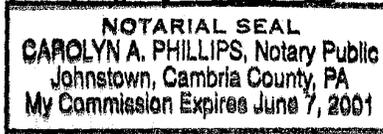
STATE OF PENNSYLVANIA)
) : SS
COUNTY OF CAMBRIA)

On this, the 18 day of November, 1998, before me, a Notary Public in and for said County and State, personally appeared Michael P. Siskach of JOHNSTOWN AMERICA CORPORATION who acknowledged himself to be a duly authorized officer of JOHNSTOWN AMERICA CORPORATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Carol A Phillips

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____



STATE OF NEW YORK)
) : SS
COUNTY OF New York)

On this, the 7th day of November, 1998, before me, a Notary Public in and for said County and State, personally appeared Christopher Arvani of THE DETROIT EDISON COMPANY, who acknowledged himself to be a duly authorized officer, of THE DETROIT EDISON COMPANY and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

Bao Ngoc Victoria Dang

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

BAO NGOC VICTORIA DANG
NOTARY PUBLIC, State of New York
No. 01DA5087473
Qualified in New York County
Commission Expires Nov. 3, 1999

SCHEDULE 1
TO TERMINATION OF SECURITY AGREEMENT

120 BethGon™ Coalporter cars bearing road marks and numbers;

DETX 980000 - DETX 980119 (both inclusive)