

BALL JANIK LLP
A T T O R N E Y S

RECORDATION NO. 16793-B FILED

DEC 30 '97

1-29 PM

1455 F STREET, NW, SUITE 225
WASHINGTON, D C 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

December 30, 1997

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 Termination of Loan and Security Agreement, a secondary document, dated as of December 29, 1997. The primary document to which this is connected is recorded under Recordation Number 16793. We request that this document be recorded under Recordation Number 16793-B.

The name and address of the party to the Termination of Loan and Security Agreement is:

Secured Party:

Deutsche Credit Corporation, now known as Deutsche Financial Services Corporation
2333 Waukegan Road
Bannockburn, IL 60015

A description of the equipment covered by the Termination of Loan and Security Agreement is described in Exhibits B-1, B-2, E, and F to the Loan and Security Agreement.

Counterparts - J. Williams

BALL JANIK LLP

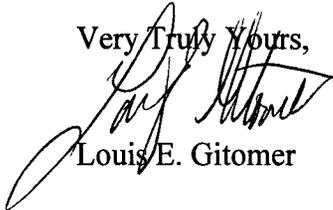
Honorable Vernon A. Williams
December 30, 1997
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A fee of \$24.00 is enclosed. Please return the original to:

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: Termination of Loan and Security Agreement by Deutsche Credit Corporation, now known as Deutsche Financial Services Corporation, 2333 Waukegan Road, Bannockburn, IL 60015, covering the equipment described in Exhibits B-1, B-2, E, and F to the Loan and Security Agreement.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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Termination of Amended Loan and Security Agreement

Deutsche Credit Corporation (the "Lender") does hereby certify that GWI Leasing Corporation (the "Borrower") has fully paid, satisfied and discharged the principal amount and all interest owing under the Amended Loan and Security Agreement dated as of December 28, 1989 entered into between the Lender and the Borrower (the "Amended Loan and Security Agreement"), filed and recorded with the Interstate Commerce Commission on March 14, 1990 at 1:20 p.m., Recordation No. 16793, as amended and supplemented, and has faithfully performed and carried out and satisfied all its other obligations thereunder and is entitled to receive from the Lender an instrument in writing terminating the security interest created by the Amended Loan and Security Agreement in the railroad equipment described in Exhibits B-1, B-2, E, and F and otherwise subject to the Amended Loan and Security Agreement (the "Equipment").

NOW THEREFORE, in consideration of the sum of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Lender, by these presents, does hereby terminate the security interest in the Equipment, and all of Lender's right, title and interest in and to the Equipment shall and has become null and void.

IN WITNESS WHEREOF, the Lender has caused this instrument to be duly executed the 29th day of December, 1997.

DEUTSCHE CREDIT CORPORATION
NJK DEUTSCHE FINANCIAL SERVICES CORPORATION

By:  _____

Attested:

By: _____

Notarial Certificate

State of Illinois)
) (ss)
County of Lake)

On this 24th day of December, 1997, before me personally appeared Patrick J. Mazzanti, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of Deutsche Credit Corporation that the seal affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing was the free act and deed of the said corporation.

Steven P. Ordaz
Notary Public

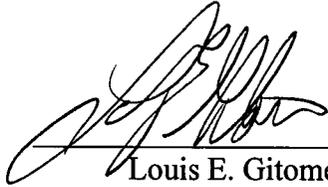
My Commission Expires: 11/25/99



* w/k/a Deutsche Financial Services Corporation

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Termination of Loan and Security Agreement dated as of December 29, 1997, 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.



Louis E. Gitomer
December 30, 1997

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