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RECORDATION NO.

21252-F FILED

MAR 12 '03

2-35 PM

SURFACE TRANSPORTATION BOARD

March 12, 2003

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 Partial Termination, a secondary document, dated as of February 24, 2003. The primary document to which this is connected is recorded under Recordation No. 21252. We request that one copy of this document be recorded under Recordation No. 21252-F.

The name and address of the party to the Partial Termination is:

Lender:

The Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, OH 45263

A description of the equipment covered by the Partial Termination consists of three locomotives numbered 315, 325, and 327.

BALL JANIK LLP

Honorable Vernon A. Williams
March 12, 2003
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A fee of \$ 30.00 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: a Partial Termination by The Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, OH 45263, covering three locomotives numbered 315, 325, and 327.

Very Truly Yours,



Louis E. Gitomer

Enclosures

PARTIAL TERMINATION

This Partial Termination dated as of February 27, 2003 is executed by The Fifth Third Bank, as Lender.

WHEREAS, Maumee & Western Railroad Corporation, an Indiana corporation, as Borrower, granted that certain Mortgage (under Revised Code § 1701.66) dated as of February 27, 1998 (the "Mortgage"), which has been recorded with the Surface Transportation Board (the "Board") on March 5, 1998 at 4:53 p.m. under Recordation Number 21252, as amended by the Amendment to Loan and Security Agreement, Security Agreement, and Mortgage Prepare Under Ohio Revised Code Section 1701.66 dated as of December 1, 1998 (the "Amendment") between Lender and RMW Ventures, LLC, an Indiana limited liability company, and C&NC Railroad Corporation, Maumee & Western Railroad Corporation, and Wabash Central Railroad Corporation, each an Indiana corporation, as Amendment Borrowers, which has been recorded with the Board on December 10, 1998 at 11:32 a.m. under Recordation Number 21252-B; and

WHEREAS, the duties and obligations of the Borrower under the Mortgage and Amendment and the Amendment Borrowers under the Amendment have been satisfied and discharged with respect to the property listed on Schedule I attached hereto;

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, the Lender hereby releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of the property listed on Schedule I as attached hereto.

IN WITNESS WHEREOF, the Lender has caused this Partial Termination to be duly executed as of the date hereinabove first written.

THE FIFTH THIRD BANK, As Lender

By: [Signature]
Title: Vice Pres. dep.

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SURFACE TRANSPORTATION BOARD

State of Ohio)
) ss.
County of Hamilton)

On this 24 day of February 2003, before me, David P. Alexander, the undersigned Notary Public, personally appeared Daniel J. Curry personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Notary Public for State of Ohio

My Commission expires 10/26/07

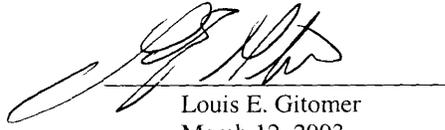
DAVID P. ALEXANDER
NOTARY PUBLIC STATE OF OHIO
MY COMMISSION EXPIRES 10-26-07

SCHEDULE I

Three locomotives numbered 315, 325, and 327.

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Partial Termination dated as of February 24, 2003, 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
March 12, 2003