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RECORDATION NO. 21254-E

MAR 12 '03 2:39 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

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. 21254. We request that one copy of this document be recorded under Recordation No. 21254-E.

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 one SW-1200 locomotive numbered IHRC 221 (formerly numbered MAW 221).

BALL JANIK LLP

Honorable Vernon A. Williams  
March 12, 2003  
Page 2

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 one SW-1200 locomotive numbered IHRC 221 (formerly numbered MAW 221).

Very Truly Yours,



Louis E. Gitomer

Enclosures

PARTIAL TERMINATION

This Partial Termination dated as of February 24, 2003 is executed by The Fifth Third Bank, as Lender.

WHEREAS, The Fifth Third Bank, as Lender, and C&NC Railroad Corporation, Maumee & Western Railroad Corporation, and Wabash Central Railroad Corporation, each an Indiana corporation, as Borrowers, are parties to that certain Loan and Security Agreement dated as of February 27, 1998 (the "Security Agreement"), which has been recorded with the Surface Transportation Board (the "Board") on March 5, 1998 at 4:53 p.m. under Recordation Number 21254, 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 Borrowers, which has been recorded with the Board on December 10, 1998 at 11:32 a.m. under Recordation Number 21254-B; and

WHEREAS, the duties and obligations of the parties to the Security Agreement and 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 President

RECORDATION NO. 21254-E FILED  
MAR 12 '03 2:30 PM  
SURFACE TRANSPORTATION BOARD

State of Ohio )  
 ) ss.  
County of Hamilton )

On this 24 day of February 2003, before me, David R. 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.

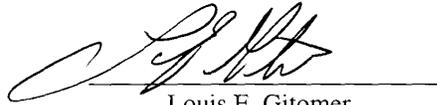
My Commission expires 10/26/07  
Notary Public for State of Ohio  **DAVID R. ALEXANDER**  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 10-26-07

SCHEDULE I

One EMD SW-1200 locomotive numbered IHRC 221 (previously numbered MAW 221).

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.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer  
March 12, 2003