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RECORDATION NO. 21255-C FILED

MAR 12 '03 3-05 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
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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. 21255. We request that one copy of this document be recorded under Recordation No. 21255-C.

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.

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 24, 2003 is executed by The Fifth Third Bank, as Lender.

WHEREAS, The Fifth Third Bank, as Lender, RMW Ventures, LLC, an Indiana limited liability company, as Borrower, and Maumee & Western Railroad Corporation, an Indiana corporation, as Guarantor, are parties to that certain Collateral Assignment and Subordination of Contract dated as of February 27, 1998 (the "Assignment"), which has been recorded with the Surface Transportation Board (the "Board") on March 5, 1998 at 4:53 p.m. under Recordation Number 21255; and

WHEREAS, the duties and obligations of the parties to the Assignment 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: _____

Title: Vice President

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SURFACE TRANSPORTATION BOARD

State of Ohio)
) ss.
County of Hamilton)

On this 24th 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.

Notary Public for State of Ohio

My Commission expires 10/26/07

DAVID R. 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