

RECORDATION NO. 27262-C
FILED JULY 31, 2013 04:59 PM
SURFACE TRANSPORTATION BOARD
LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

July 31, 2013

Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release, a secondary document, dated as of July 31, 2013. The primary document to which this is connected is recorded under Recordation No. 27262. We request that this document be recorded under Recordation No. 27262-C.

The names and addresses of the parties to the Partial Release are:

Lender:

Fifth Third Bank
222 South Riverside, 32nd Floor
Chicago, Illinois 60606

Borrower:

Relco Locomotives, Inc.
1001 Warrenville Road
Lisle, IL 60532

Relco Land Holdings of Iowa LLC
1001 Warrenville Road
Lisle, IL 60532

A description of the equipment covered by the Partial Release consists of 19 locomotives numbered RLCX 501, 502, 907, 915, 922, 925, 1216, 1237, 1262, 1266, 1271, 1272, 1274, 1291, 1305, 1308, 1317, 2011, and 2012.

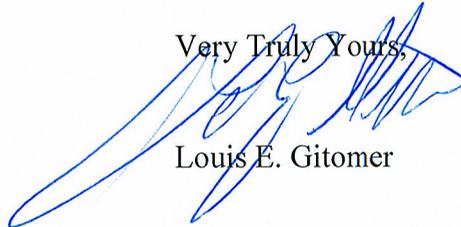
Ms. Cynthia T. Brown
July 31, 2013
Page 2

A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Partial Release between Fifth Third Bank, 222 South Riverside, 32nd Floor, Chicago, Illinois 60606, and Relco Locomotives, Inc., and Relco Land Holdings of Iowa LLC, 1001 Warrenville Road, Lisle, IL 60532, covering 19 locomotives numbered RLCX 501, 502, 907, 915, 922, 925, 1216, 1237, 1262, 1266, 1271, 1272, 1274, 1291, 1305, 1308, 1317, 2011, and 2012.

Very Truly Yours,



Louis E. Gitomer

Enclosure

PARTIAL RELEASE

THIS PARTIAL RELEASE dated as of July 31, 2013 (the "Partial Release") is made by Fifth Third Bank, an Ohio banking corporation, successor by merger with Fifth Third Bank (Chicago), a Michigan banking corporation, whose address is 222 South Riverside Plaza, 32nd Floor, Chicago, Illinois, 60606 (the "Bank"), RELCO Locomotives, Inc., an Illinois corporation ("Relco Locomotives") and RELCO Land Holdings of Iowa LLC, a Delaware limited liability company, whose address is 1001 Warrenville Road, Lisle, IL 60532 (collectively the "Borrowers").

WHEREAS, the Bank, as secured party, and the Borrowers are parties to that certain Loan and Security Agreement, dated as of December 1, 2007, as amended (the "Loan Agreement");

WHEREAS, the Bank and Relco Finance, Inc., an Illinois corporation ("Relco Finance"), are parties to that certain Loan and Security Agreement, dated as of August 10, 2005, as amended (the "Relco Finance Loan Agreement");

WHEREAS, the Bank has recorded its security interest created by the terms of the Loan Agreement by the filing of a Memorandum of Loan and Security Agreement and an Assignment of Rents and Lessor's Interest in Leases with the Surface Transportation Board on December 12, 2007 and assigned recordation numbers 27262 and 27262-A (the "Lien Documents");

WHEREAS, pursuant to a Purchase Agreement dated as of July 31, 2013 (the "Purchase Agreement"), Relco Locomotives and Relco Finance intend to sell certain assets to GATX Rail Locomotive Group, L.L.C. ("GATX"). \$3,365,804.37 resulting from such sale shall be immediately remitted directly to the Bank (the "Prepayment Amount"). Fifty percent of the Prepayment Amount shall applied to permanently reduce the Revolving Loan Commitment (as defined in the Loan Agreement) under the Loan Agreement and fifty percent of the Prepayment Amount shall be applied to the payment of the Term Loan (as defined in the Relco Finance Loan Agreement) balance under the Relco Finance Loan Agreement; and

WHEREAS, the Bank and Borrowers desire to execute this Partial Release to evidence for the public record the release of the Bank's security interest in certain locomotives described in the attached **Exhibit A** (the "Released Locomotives").

NOW, THEREFORE, in consideration of the premises, the Bank hereby releases from any security interested granted to the Bank by the Borrowers the Released Locomotives.

All rights and obligations under the Lien Documents with respect to Rolling Stock (as defined in the Loan Agreement) and Equipment (as defined in the Loan Agreement) other than the Released Locomotives remain in full force and effect.

This Partial Release does not constitute or imply any release of (i) any security interest in any assets other than those specifically described above, or (ii) any security interest (in the Released Locomotives or otherwise) granted to the Bank (or Fifth Third Bank in any other capacity) by the GATX directly.

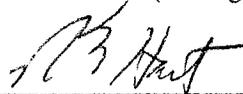
This Partial Release may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Partial Release.

--The rest of this page intentionally left blank – signature page follows--

IN WITNESS WHEREOF, the Bank and Borrowers have executed this Partial Release as of the date first above written.

FIFTH THIRD BANK,

an Ohio banking corporation, as successor-by-merger
with Fifth Third Bank (Chicago), a Michigan banking corporation

By: 

Name: Robert W. Hart

Title: Vice President

RELCO LOCOMOTIVES, INC.

By: _____

Name: _____

Title: _____

RELCO LAND HOLDINGS OF IOWA LLC

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the Bank and Borrowers have executed this Partial Release as of the date first above written.

FIFTH THIRD BANK,

an Ohio banking corporation, as successor-by-merger
with Fifth Third Bank (Chicago), a Michigan banking corporation

By: _____

Name: Robert W. Hart
Title: Vice President

RELCO LOCOMOTIVES, INC.

By:  _____

Name: Doug Bachman
Title: C.A.O.

RELCO LAND HOLDINGS OF IOWA LLC

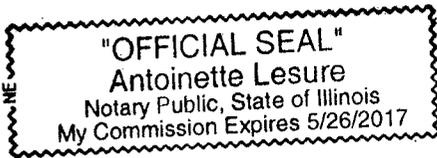
By:  _____

Name: Cheri Bachman
Title: Manager

STATE OF ILLINOIS)
) ss.
County of Cook)

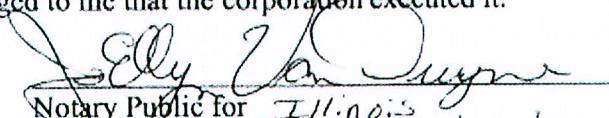
On this 3rd day of July 2013, before me, Antoinette Lesure, the undersigned Notary Public, personally appeared Robert W. Hart personally known to me to be the person who executed the within instrument as Vice President on behalf of Fifth Third Bank, and acknowledged to me that the corporation executed it.

Antoinette Lesure
Notary Public for _____
My Commission expires May 26, 2017



STATE OF ILLINOIS)
) ss.
County of Cook)

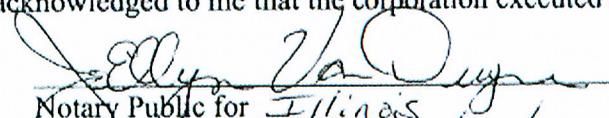
On this 31 day of July 2013, before me, JoEllyn VanDuyne, the undersigned Notary Public, personally appeared Doug Bachman personally known to me to be the person who executed the within instrument as C.A.O. on behalf of Relco Locomotives, Inc., and acknowledged to me that the corporation executed it.

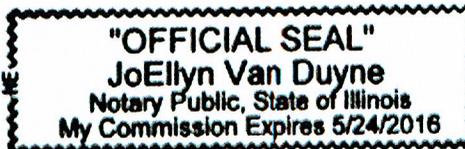

Notary Public for Illinois
My Commission expires 5/24/16



STATE OF ILLINOIS)
) ss.
County of Cook)

On this 31 day of July 2013, before me, JoEllyn VanDuyne, the undersigned Notary Public, personally appeared Cheri Bachman personally known to me to be the person who executed the within instrument as Manager on behalf of Relco Land Holdings of Iowa LLC, and acknowledged to me that the corporation executed it.


Notary Public for Illinois
My Commission expires 5/24/16



**EXHIBIT A TO PARTIAL RELEASE
DESCRIPTION OF LOCOMOTIVES**

LOCOMOTIVE MARK & NUMBER	LOCOMOTIVE TYPE
RLCX 501	SW 600
RLCX 502	SW 600
RLCX 907	SW 800
RLCX 915	SW 800
RLCX 922	SW 800
RLCX 925	SW 1000
RCLX 1216	SW 12
RCLX 1237	SW 1200
RCLX 1262	SW 1400
RCLX 1266	SW 1400
RCLX 1271	SW 1400
RCLX 1272	SW 1200
RCLX 1274	SW 1200
RCLX 1291	SW 1200
RCLX 1305	SW 1200
RCLX 1308	SW 15
RCLX 1317	SW 15
RCLX 2011	GP38-2
RCLX 2012	GP38-2