

This instrument was prepared by,
and after recording return to:
Susan I. Matejcak, Esq.
Jones, Day, Reavis & Pogue
77 West Wacker Drive
Chicago, Illinois 60601-1692

TERMINATION AGREEMENT

THIS TERMINATION AGREEMENT (the "Termination") is made this 15th day of May, 1995 by and between ABC RAIL PRODUCTS CORPORATION, a Delaware corporation ("ABC"), and GENERAL ELECTRIC RAILCAR WHEEL AND PARTS SERVICES CORPORATION, a Delaware corporation ("GE"):

WHEREAS, ABC previously granted to GE certain easements and licenses (the "Easements") over the real property (the "Property") described in Exhibit A attached hereto and made a part hereof by that certain Calera Easement and License dated July 8, 1988 and recorded September 30, 1988 in Book 207 at page 01 (the "Agreement"); and

WHEREAS, GE has delivered to ABC a Quitclaim Deed of even date herewith wherein GE remises, releases, quitclaims and conveys to GE any and all interest GE has in the Property; and

WHEREAS, ABC and GE desire to terminate the Easements over the Property;

NOW, THEREFORE, in consideration of the mutual promises contained herein and the sum of TEN AND NO/100 (\$10.00) DOLLARS, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Easements granted pursuant to the Agreement are hereby revoked and terminated.

2. The Agreement is hereby revoked and terminated and of no further force or effect.

IN WITNESS WHEREOF, the parties have executed this Termination as of the day and date first above written.

ABC RAIL PRODUCTS CORPORATION,
a Delaware corporation

GENERAL ELECTRIC RAILCAR WHEEL
AND PARTS SERVICES CORPORATION,
a Delaware corporation

By: [Signature]
Name: D. CHISHOLM MACDONALD
Title: SR. V.P. and CEO

By: [Signature]
Name: JEFFREY J. FENTON
Title: PRESIDENT

Calera Title

STATE OF ILLINOIS)
COUNTY OF C O O K) SS

I, SUSAN AVRAMOVICH, a Notary
Public in and for said County, in said State, hereby certify that
D. WISDOM MACDONALD, whose name as
SR. V.P. and CEO of ABC RAIL PRODUCTS CORPORATION, a
Delaware corporation, is signed to the foregoing instrument, and
who is known to me, acknowledged before me on this day that,
being informed of the contents of the instrument, he as such
officer and will full authority, executed the same voluntarily
for and as the act of said corporation.

Given under my hand and official seal, this 15th day
of May, 1995.

Susan Avramovich
Notary Public

My commission expires:



STATE OF ILLINOIS)
COUNTY OF C O O K) SS

I, SUSAN AVRAMOVICH, a Notary
Public in and for said County, in said State, hereby certify that
JEFFREY J. KENTON, whose name as
PRESIDENT of GENERAL ELECTRIC RAILCAR WHEEL AND
PARTS SERVICES CORPORATION, a Delaware corporation, is signed to
the foregoing instrument, and who is known to me, acknowledged
before me on this day that, being informed of the contents of the
instrument, he as such officer and will full authority,
executed the same voluntarily for and as the act of said
corporation.

Given under my hand and official seal, this 15th day
of May, 1995.

Susan Avramovich
Notary Public

My commission expires:



EXHIBIT A

All that certain piece, tract or parcel of land situated in Section 21, Township 22 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:
Commence at the SW corner of said Section 21; thence in a northerly direction along the West line of said Section 21, a distance of 755.27 feet to the intersection with the Northwestern right of way line of the Southern Railroad; thence 69 deg. 09 min. right, in a northeasterly direction along said right of way line, a distance of 137.00 feet to the point of beginning, said point also being that certain point of beginning as described in Deed Book 343 page 492, in the Office of the Judge of Probate in Shelby County, Alabama; thence continue along last described course a distance of 155.32 feet; thence 00 deg. 01 min. right, in a northeasterly direction along said right of way line, a distance of 571.48 feet; thence 90 deg. left, in a northwesterly direction a distance of 255.00 feet; thence 90 deg. left, in a southwesterly direction, a distance of 257.00 feet; thence 90 deg. right, in a northwesterly direction, a distance of 65.97 feet; thence 89 deg. 56 min. left, in a southwesterly direction, a distance of 469.80 feet; thence 90 deg. 04 min. left, in a southeasterly direction, a distance of 321.57 feet to the point of beginning; being situated in Shelby County, Alabama.

Inst # 1995-13420

05/23/1995-13420
08:49 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 13.50