

# Graydon Head & Ritchey

Attorneys at Law

RECORDATION NO 21253 FILED

MAR 5 '98

4-53 PM

1900 Fifth Third Center  
511 Walnut Street  
Cincinnati Ohio 45202  
513/621-6464  
Facsimile 513/651-3836

Mailing Address:  
P.O. Box 6464  
Cincinnati Ohio 45201

Kentucky Office:  
8100 Burlington Pike  
Florence Kentucky 41042  
606/282-8800  
Facsimile 606/525-0214



Gerald F. O'Connell, Jr.  
Direct Dial: 513/629-2808

March 4, 1998

## Via Federal Express

Secretary  
Surface Transportation Board  
Washington, D.C. 20423

*Re: Documents For Recordation*

Dear Secretary:

We are the attorneys for Fifth Third Bank, which has made a loan to RMW Ventures, LLC, which leases railroad assets to three railroads: C&NC Railroad Corporation, Maumee & Western Railroad Corporation and Wabash Central Railroad Corporation. I have enclosed please find an original and one copy/counterpart of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. These documents are notarized in compliance with Ohio law.

The documents are:

- I. A Loan and Security Agreement, a primary document dated February 27, 1998.

The names and addresses of the parties to the foregoing document are as follows:

Borrower:

RMW Ventures, LLC, Suite A, 205 North Capitol Avenue, Corydon, Indiana 47112

Lender:

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

A short summary of the document to appear in the index follows: Loan and Security Agreement between Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, Ohio 45263 and RMW Ventures, LLC, Suite A, 205 North Capitol Avenue, Corydon, Indiana 47112 dated February 27, 1998, and covering all business assets, including all equipment, general intangibles, inventory, rolling stock,

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Mortgagor: Maumee & Western Railroad Corporation, Suite A, 205 North Capitol Avenue, Corydon, Indiana 47112

Mortgagee: The Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, Ohio 45263

A short summary of the document to appear in the index follows: A mortgage between Maumee & Western, LLC, Suite A, 205 North Capitol Avenue, Corydon, Indiana 47112 and Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, dated February 27, 1998, and covering all business assets, including all equipment, general intangibles, inventory, rolling stock, locomotives, accounts receivables, contract rights, etc.

- ✓ 13. A security agreement for motor vehicles, a primary document dated February 27, 1998.

The names and addresses of the parties to the foregoing document are as follows:

Debtor/Borrower: RMW Ventures, LLC, Suite A, 205 North Capitol Avenue, Corydon, Indiana 47112.

Secured Party/Lender: The Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, Ohio 45263.

✓ A short summary of the document to appear in the index follows: A security interest in various motor vehicles is granted by RMW Ventures, LLC, Suite A, 205 North Capitol Avenue, Corydon, Indiana 47112 to The Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, dated February 27, 1998 covering various motor vehicles listed as an Exhibit to the Agreement.

14. A Security Agreement, a primary document, dated February 27, 1998.

The names and addresses of the parties to the foregoing document as follows:

Debtors: (i) Maumee & Western Railroad Corporation, Suite A, 205 North Capitol Avenue, Corydon, Indiana 47112;

(ii) C & NC Railroad Corporation, Suite A, 205 North Capitol Avenue, Corydon, Indiana 47112; and

(iii) Wabash Central Railroad Corporation, Suite A, 205 North Capitol Avenue, Corydon, Indiana 47112.

Secured Party: The Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, Ohio 45263.

Date: 3/5/98

RE: Check # 0008-13-31/420 dated: 3/3/98 for \$ 462.00

Total cost of Recordation filings: \$ 192.00.

A refund for \$ 270.00 is being done.



**Fifth Third Bank**  
CINCINNATI, OHIO

FIFTH THIRD CENTER

No. 0008 13-31/420

March 3 19 98

PAY TO THE ORDER OF Surface Transportation Board \$ 462.00

Four hundred sixty-two dollars and no cents DOLLARS

PLEASE ENTER ACCOUNT NUMBER HERE

0 9 9 - . 4 1 8 3 8

Spencer Wendel

⑆042000314⑆

SECURITY AGREEMENT  
FOR  
MOTOR VEHICLES

February 27, 1998

RMW VENTURES, LLC, an Indiana limited liability company, whose principal place of business is located at Suite A, 205 North Capitol Avenue, Corydon, Indiana 47112 (hereinafter collectively the "Debtor"), hereby grants to THE FIFTH THIRD BANK, whose address is 38 Fountain Square Plaza, Cincinnati, Ohio, 45263 Attn: Secured Lending (hereinafter "Secured Party"), a security interest in the Collateral defined in Section 2 below and on the terms contained herein:

1. INDEBTEDNESS: The security interest hereby granted shall secure all obligations and debts of the Debtor to the Secured Party, or any renewals or extensions thereof, whether due or to become due, direct or indirect, absolute or contingent, presently existing or hereafter arising, (all of which obligations, debts and sums shall hereinafter be the "Indebtedness").

2. COLLATERAL: The Collateral in which a security interest is hereby granted includes that Collateral now existing and hereafter arising or acquired by Debtor and is defined as follows:

(a) Motor Vehicles described on Exhibit A attached hereto and made a part hereof.

(b) PROCEEDS: All proceeds, whether cash, property, accounts receivables, chattel paper, documents or any combination of the same which result from the sale, lease or other dispositions or encumbrance of any of the items described in (a) above.

3. DEFAULT. Debtor and Secured Party have entered into a Loan and Security Agreement, of even date herewith (the "Agreement"). Upon an Event of Default (as defined in the Agreement), Debtor shall also be in default hereunder and Secured Party may proceed to protect and enforce its rights by an action at law, in equity or by any other appropriate proceedings and may also exercise all remedies provided in the Agreement. No failure on the part of the Secured Party to enforce any of the rights hereunder shall be deemed a waiver of such rights or of any default.

THIS AGREEMENT IS SUBJECT TO THE ADDITIONAL PROVISIONS IN A LOAN AND SECURITY AGREEMENT OF EVEN DATE HERewith, THE TERMS OF WHICH ARE INCORPORATED HEREIN BY REFERENCE.

SECURED PARTY:  
THE FIFTH THIRD BANK

DEBTOR:  
RMW VENTURES, LLC

BY: *David G. Jell*  
ITS: *Strategic Finance Officer*

BY: *Spencer N. Wendelin*  
Spencer N. Wendelin  
Its: ~~Managing Member~~ *Manager*

EXHIBIT A

Revised

RUBBER TIRE EQUIPMENT

ASSET	MAKE	REG. OR OTHER ID#	DESCRIPTION/STATUS
Vehicles - Heavy Duty:			
VH75001	FORD	U81DVBX12344	Block Truck LT-80
V1176002	FORD	F70EVB88595	Flatbed Truck
Vehicles - Light Duty:			
VL84003	FORD	IFTEF25G6ELA82425	F250 pickup truck
VL89005	FORD	1FA8P55U5KA273242	Taurus Wagon, white, OSS
VL9007	DODGE	1B7JE26Y7LS709502	D250 pickup truck
VL90007	DODGE	JB7FL29W6LP030460	RAM 50 pickup truck
VL91002	FORD	KNJPT05H6M6113729	2-Door Festiva
VL92007	GMC	1GKMD15Z3NB550411	Safari Van, white

Vehicles - licensed road/trail (all by-trail equipped):

VR79003	INTERNAT'L	AA192JCA17608	Boom/dump truck
VR79004	INTERNAT'L	AA192CA17628	Boom/dump truck
(TMA #144)	FORD	1FDHE37G5CHB05370	Flatbed, tool side truck
VR92001	FORD	1FTHF25H4NLA15201	F250 pickup truck
VR92004	GMC	1GTGC24K8NE504948	Sierra 2500 pickup truck
VR93002	FORD	1FTHF25H11PNA52360	F250 pickup truck
VR93003	GMC	1GTGC24K9PE554485	Sierra 2500 pickup truck
VL90001	FORD	1FTEF25N8LNA140459	F250 pickup truck - Signal truck
VL90005	FORD	1FTCR14T2LPA67482	Ranger, small pickup truck
VR82003	FORD	1FDHE37G5CHB05370	truck

Trailers:

VS86003	CZE	CZ12308617	Phillips, Yellow HD trailer
VSS92001	ASM	MVIN96560IND	White trailer, car hauler
VS940	TRAIL KING	1TKC02425RM026452	10 ton trailer