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RECORDATION NO 21254-B. FILED

DEC 10 '98 11-32 AM

December 9, 1998

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Amendment to Loan and Security Agreement, Security Agreement, and Mortgage Prepared under Ohio Revised Code Section 1701.66, a secondary document, dated as of December 1, 1998. The primary document to which this is connected is recorded under Recordation Number 21254. We request that this document be recorded under Recordation Number 21254-B.

The names and addresses of the parties to the Amendment to Loan and Security Agreement, Security Agreement, and Mortgage Prepared under Ohio Revised Code Section 1701.66 are:

Secured Party:

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

Debtor:

Maumee & Western Railroad Corporation
C&NC Railroad Corporation
Wabash Central Railroad Corporation
205 North Capitol Street
Corydon, IN 47112

Counterparts - 9

A description of the equipment covered by the Amendment to Loan and Security Agreement, Security Agreement, and Mortgage Prepared under Ohio Revised Code Section 1701.66 consists of deleting five locomotives numbered IHRC 334, 371, and 373; and OHRC 2257 and 2393; and adding five locomotives numbered MAW 6, 8, 12, and 16; and WBCR 7 (formerly numbered IC 8365, IC 8704, CC 8412, CC 8416, and IC 8742, respectively).

A fee of $26.00 is enclosed. Please return one 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 Amendment to Loan and Security Agreement, Security Agreement, and Mortgage Prepared under Ohio Revised Code Section 1701.66 between The Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, OH 45263, and Maumee & Western Railroad Corporation, C&NC Railroad Corporation, and Wabash Central Railroad Corporation, 205 North Capitol Street, Corydon, IN 47112, covering deleting five locomotives numbered IHRC 334, 371, and 373; and OHRC 2257 and 2393; and adding five locomotives numbered MAW 6, 8, 12, and 16; and WBCR 7 (formerly numbered IC 8365, IC 8704, CC 8412, CC 8416, and IC 8742, respectively).

Very Truly Yours,

Louis E. Gitomer

Attachments

RECORDATION NO. 21254-B FILED

DEC 10 '98 11-32 AM

AMENDMENT TO LOAN AND SECURITY AGREEMENT, SECURITY AGREEMENT, AND MORTGAGE PREPARED UNDER OHIO REVISED CODE SECTION 1701.66

The undersigned **The Fifth Third Bank** (the "Bank"), the secured party/lender under the below-defined documents, with **RMW Ventures, LLC** (the "Borrower") as the borrower, hereby declares and agrees that the five Locomotives listed on the Locomotive Roster attached hereto as Exhibit A are covered by the lien of the security documents defined below as part of the "after acquired property clause" contained therein, and that the five locomotives listed as being released and discharged from the Bank's lien on the attached Locomotive Roster are henceforth released and discharged from the lien of the Bank. The Fifth Third Bank no longer claims a lien in the five locomotives described in Exhibit A attached hereto as the "Locomotives Released from Lien of Fifth Third Bank" and The Fifth Third Bank now claims a lien in and to the five locomotives described in Exhibit A attached hereto as the "Locomotives Added to Lien of Fifth Third Bank."

The security documents are:

1. Loan and Security Agreement from RMW Ventures LLC, to the Bank dated February 27, 1998 recorded as Recordation No. 21250 with the Surface Transportation Board.

2. Mortgage from RMW Ventures LLC, to the Bank dated February 27, 1998 recorded as Recordation No. 21251 with the Surface Transportation Board.

3. Mortgage from Maumee & Western Railroad Corporation, to the Bank dated February 27, 1998 recorded as Recordation No. 21252 with the Surface Transportation Board.

4. Security Agreement from C&NC Railroad Corporation, Maumee & Western Railroad Corporation, and Wabash Central Railroad Corporation, to the Bank dated February 27, 1998 recorded as Recordation No. 21254 with the Surface Transportation Board.

Each of the Borrowers and its related respective railroad corporations are signing this Amendment to acknowledge the terms and conditions hereof and to grant to Bank a security interest and lien in and to the five locomotives added to the lien of the Bank as described on Exhibit A attached hereto.

This document may be signed in any number of counterparts, each of which shall be an original and all of which shall be a part of this Agreement.

IN WITNESS WHEREOF, the undersigned have signed this Amendment document as of the 1st day of December, 1998.

THE FIFTH THIRD BANK

By: _____

Title: AVP

And By: _____

Title: Vice. Pres.

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

Before me, a notary public in and for said county and state, personally appeared Daniel J. Curry and William P. Hummel the AVP and VP, respectively, of The Fifth Third Bank, who acknowledged the signing hereof to be their voluntary act and deed as such officers on behalf of The Fifth Third Bank for the purposes set forth herein.

IN TESTIMONY WHEREOF I have hereunto set my signature and seal this 1st day of December, 1998.

_____
Notary Public

CONNIE ROBINSON
Notary Public, State of Ohio
My Commission Expires July 28, 2001

[Signature Page for RMW Ventures, LLC]

RMW VENTURES, LLC

By: Spencer Wendeli

Title: Manager

STATE OF INDIANA)
) ss:
COUNTY OF HARRISON)

Before me, a notary public in and for said county and state, personally appeared SPENCER WENDELIN the MANAGER of RMW Ventures, LLC, who acknowledged the signing hereof to be his/her voluntary act and deed as such officer on behalf of RMW Ventures, LLC, for the purposes set forth herein.

IN TESTIMONY WHEREOF I have hereunto set my signature and seal this 9th day of Dec. 1998.

Carol Jean Amy

Notary Public CAROL JEAN AMY
My commission expires FEb. 15, 2008

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[Signature Page for Maumee & Western Railroad Corporation]

MAUMEE & WESTERN RAILROAD CORPORATION

By: Spencer Wendelen

Title: President

STATE OF INDIANA)
) ss:
COUNTY OF HARRISON)

Before me, a notary public in and for said county and state, personally appeared SPENCER WENDELEN, the PRESIDENT of Maumee & Western Railroad Corporation, who acknowledged the signing hereof to be his/her voluntary act and deed as such officer on behalf of Maumee & Western Railroad Corporation for the purposes set forth herein.

IN TESTIMONY WHEREOF I have hereunto set my signature and seal this 25TH day of NOVEMBER, 1998.

Carol Jean Amy

Notary Public CAROL JEAN AMY

MY COUNTY OF RESIDENCE IS HARRISON:
MY COMMISSION EXPIRES ON 2/15/2008.

[Signature Page for Wabash Central Railroad Corporation]

WABASH CENTRAL RAILROAD
CORPORATION

By: Spencer Wendelin

Title: President

STATE OF INDIANA)
) ss:
COUNTY OF HARRISON)

Before me, a notary public in and for said county and state, personally appeared SPENCER WENDELEN, the PRESIDENT of Wabash Central Railroad Corporation, who acknowledged the signing hereof to be his/her voluntary act and deed as such officer on behalf of Wabash Central Railroad Corporation for the purposes set forth herein.

IN TESTIMONY WHEREOF I have hereunto set my signature and seal this 25TH day of NOVEMBER, 1998.

Carol Jean Amy
Notary Public CAROL JEAN AMY

MY COUNTY OF RESIDENCE IS HARRISON:
MY COMMISSION EXPIRES ON 2/15/2008.

[Signature page for C & NC Railroad Corporation]

C & NC RAILROAD CORPORATION

By: Spencer Wendelen

Title: President

STATE OF INDIANA)
) ss:
COUNTY OF HARRISON)

Before me, a notary public in and for said county and state, personally appeared SPENCER WENDELEN, the PRESIDENT of C & NC Railroad Corporation, who acknowledged the signing hereof to be his/her voluntary act and deed as such officer on behalf of C & NC Railroad Corporation for the purposes set forth herein.

IN TESTIMONY WHEREOF I have hereunto set my signature and seal this 25TH day of NOVEMBER, 1998.

Carol Jean Amy

Notary Public CAROL JEAN AMY

MY COUNTY OF RESIDENCE IS HARRISON:
MY COMMISSION EXPIRES ON 2/15/2008.

EXHIBIT A

Unit No.	Manufacturer/ Model	Horse-Power	Built Date	Status
A. Locomotives Added to Lien of Fifth Third Bank:				
MAW 6*	EMD GP-10	1850	1974-R	In Service
WBCR 7*	EMD GP-11	1850	1980-R	In Service
MAW 8*	EMD GP-11	1850	1979-R	In Service
MAW 12*	EMD GP-10	1850	1970-R	In Service
MAW 16*	EMD GP-10	1850	1983-R+	In Service

* = these units formerly (new no. = old no.): MAW 6 = IC 8365; WBCR 7 = IC 8742; MAW 8 = IC 8704; MAW 12 = CC8412; MAW 16 = CC 8416.

+ = this unit last capital rebuild date

B. Locomotives Released from Lien of Fifth Third Bank:				
IHRC 371	EMD GP-35	2500	1965	In Service
IHRC 373	EMD GP-35	2500	1965	In Service
OHRC 2257	EMD GP-35	2500		Conrail blue
OHRC 2393	EMD GP-35	2500		Conrail Blue
IHRC 334	ALCO C-420	2000	1967	In Service

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Amendment to Loan and Security Agreement, Security Agreement, and Mortgage Prepared under Ohio Revised Code Section 1701.66 dated as of December 1, 1998, 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
December 9, 1998