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RECORDATION NO. 21230 FILED
AUG 10 '99 12-10PM

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AUG 10 1999
MAIL
MANAGEMENT
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RECORDATION NO. 21251 FILED
AUG 10 '99 12-10PM

RECORDATION NO. 21252 FILED
AUG 10 '99 12-10PM

RECORDATION NO. 21254 FILED
AUG 10 '99 12-10PM

Gerald F. O'Connell, Jr.
Direct Dial: 513/629-2808
E-Mail: ocog@graydon.com

July 30, 1999

Via Federal Express

Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Release Document 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 one original and one copy/counterpart of the four documents described below, each to be recorded pursuant to Section 11303 of the U.S. Code. This document is notarized in compliance with Ohio law.

The four documents are each a Partial Release of Lien, each a secondary document, each dated July 19, 1999. The primary documents to which they are connected are recorded under Recordation Nos. 21250, 21251, 21252 and 21254.

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 each of the four documents to appear in the index follows:

(i) Partial Release of Lien executed by Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, dated July 19, 1999, related to primary document number 21250 (Loan and Security Agreement), releasing two locomotives "IHRC 442 Alco RSD-15 2400 1958 and

443 Alco RSD-15 2400 1958" from any and all liens that Fifth Third Bank has in and to such locomotives;

(ii) Partial Release of Lien executed by Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, dated July 19, 1999, related to primary document number 21251 (Mortgage), releasing two locomotives "IHRC 442 Alco RSD-15 2400 1958 and 443 Alco RSD-15 2400 1958" from any and all liens that Fifth Third Bank has in and to such locomotives;

(iii) Partial Release of Lien executed by Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, dated July 19, 1999, related to primary document number 21252 (Mortgage), releasing two locomotives "IHRC 442 Alco RSD-15 2400 1958 and 443 Alco RSD-15 2400 1958" from any and all liens that Fifth Third Bank has in and to such locomotives; and

(iv) Partial Release of Lien executed by Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, dated July 19, 1999, related to primary document number 21254 (Security Agreement), releasing two locomotives "IHRC 442 Alco RSD-15 2400 1958 and 443 Alco RSD-15 2400 1958" from any and all liens that Fifth Third Bank has in and to such locomotives.

* *

A fee of $104.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to Gerald F. O'Connell, Jr., Esq., Graydon, Head & Ritchey, 1900 Fifth Third Center, 511 Walnut Street, Cincinnati, Ohio 45202.

Very truly yours,

GRAYDON, HEAD & RITCHEY

Jerry O'Connell

Gerald F. O'Connell, Jr.

GFO/ps
Enclosures

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iii)

PARTIAL RELEASE OF LIEN

KNOW ALL MEN BY THESE PRESENTS, that, for value received, The Fifth Third Bank (the "Bank"), an Ohio banking corporation, does hereby certify that any and all liens that Bank has in and to the two locomotives owned by RMW Ventures LLC, an Indiana limited liability company, bearing identification number **IHRC 442 Alco RSD-15 2400 1958 and 443 Alco RSD-15 2400 1958** are hereby released, including without limitation those created under the following document (collectively referred to as the "Security Document"):

a) Mortgage from RMW Ventures LLC, to the Bank dated February 27, 1998 recorded as Recordation No. 21252 with the Surface Transportation Board.

Please note that the Bank's lien has been partially released and satisfied as to the two locomotives only described above, but not as to the remainder of the property originally encumbered as to which the lien of the Security Document remains in full force and effect, and the Surface Transportation Board is authorized to discharge the same of record as to the two locomotives described above but not as to the remainder of the property and equipment described in the Security Document, to which the lien of the Security Document remains in full force and effect.

IN WITNESS WHEREOF, the undersigned hereunto have set their hands this 19th day of July 1999

WITNESSES:

1) John C. Cavacini
Printed Name: JOHN C. CAVACINI

2) J W
Printed Name: James B. Ward

THE FIFTH THIRD BANK

And By: [signature]

Title: Assistant Vice President

CN_LIB:171019.1

WITNESSES:

1) _____
Printed Name: JOHN C CAVACINI

And By: _____
Title: Vice Pres

2) _____
Printed Name: James B. Ward

STATE OF OHIO)
: ss.
COUNTY OF HAMILTON)

On this 23 day of July 1999, before me, a Notary Public in and for said State, personally appeared Daniel J. Curry and William D. Hummel the AVP and VP, respectively, of The Fifth Third Bank, an Ohio corporation, known to be the persons described in and who executed the foregoing instrument and that they acknowledged that they did sign the foregoing instrument and that the same is their free act and deed as such officers and is the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunder set my hand and official seal.

_____
Notary Public

RHONDA D. WILSON
Notary Public, State of Ohio
My Commission Expires Dec. 13, 2003

This document prepared in unexecuted form by:

Gerald F. O'Connell, Jr., Esq.
Graydon, Head & Ritchey
1900 Fifth Third Center
P.O. Box 6464
Cincinnati, Ohio 45201