

0100723015

**DONELAN, CLEARY, WOOD & MASER, P.C.**

18830-A

ATTORNEYS AND COUNSELORS AT LAW  
SUITE 750  
1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

AUG 7 1995 1:55 PM

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

August 7, 1995

Recordation No. 18830-A

RECEIVED THE  
OFFICE OF THE  
SECRETARY  
AUG 7 12 31 PM '95  
LICENSING BRANCH

Counterparts - C. H. Stewart

Dear Mr. Williams:

On behalf of VMV Enterprises, Inc., I submit for filing and recording under 40 U.S.C. §11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Partial Release of Security Interest ("Partial Release") dated June 29, 1995.

The Parties to the enclosed Release are:

- Banque Indosuez, New York Branch, Agent - RELEASING PARTY/  
1230 Avenue of the Americas SECURED PARTY  
New York, New York 10020
- VMV Enterprises, Inc. - DEBTOR  
1300 Kentucky Drive  
Paducah, KY 42003

The said Partial Release is a release ONLY of those certain twenty-nine (29) SD 45 Locomotives listed in Schedule A thereto from that certain Security Agreement dated as of May 27, 1994, filed and recorded with the Interstate Commerce Commission JUNE 2, 1994 under Recordation No. 18830 and the Partial Release should be recorded under the next available letter under Recordation No. 18830, which we believe is -A.

The equipment covered by the enclosed Partial Release is ONLY the equipment listed in Schedule A thereof, namely 29 SD45 Locomotives.

A short summary of the Partial Release to appear in the ICC Index under Recordation No. 18830 - A is as follows:

"Release ONLY of 29 designated SD45 Locomotives."

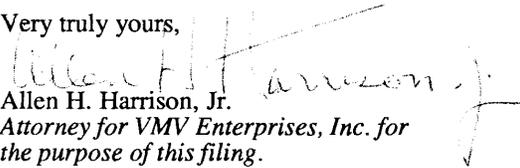
Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

DONELAN, CLEARY, WOOD & MASER, P.C.

- 2 -

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
*Attorney for VMV Enterprises, Inc. for  
the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423  
*Enclosures*  
BY HAND  
8387-020



Interstate Commerce Commission  
Washington, D.C. 20423-0001

8/7/95

Office Of The Secretary

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, PC  
1100 New York Avenue, NW., Ste. 750  
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/7/95 at 12:35PM, and assigned recordation number(s) 18830 A.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100723015)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

18830-A

PARTIAL RELEASE OF SECURITY INTEREST

THIS PARTIAL RELEASE OF SECURITY INTEREST dated this <sup>JUN 8</sup> ~~May~~ 29<sup>th</sup> day of May, 1995, between BANQUE INDOSUEZ, NEW YORK BRANCH, as agent for participating financial institutions parties to a certain Credit Agreement, dated May 27, 1994 ("Secured Party") and VMV ENTERPRISES, INC., 1300 Kentucky Avenue, Paducah, KY 42003 ("Debtor").

WITNESSETH:

WHEREAS, Secured Party and Debtor are parties to a Security Agreement dated May 27, 1994, recorded with the Interstate Commerce Commission ("ICC") under Recordation No. 18830, whereby Debtor granted to Secured Party a security interest (the "Security Interest") in certain collateral, as defined therein, including without limitation, the locomotives described on Schedule "A", attached hereto (the "Units"); and

WHEREAS, the parties hereto desire to release the Units from the Security Agreement and the lien imposed thereby;

NOW THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, the parties agree as follows:

1. The Secured Party does hereby release the Units from the Security Agreement and any and all liens created thereby against the Units by virtue of the Security Agreement.
2. The parties hereto agree to take all further action and execute all further documents which may be reasonably required to effect the release contemplated herein.
3. The Security Agreement and the liens created thereby shall remain in full force and effect as to all of the remaining collateral as defined therein and not specifically released herein.

4. This Partial Release of Security Interest shall be governed by the laws of the United States of America and may not be modified except in writing signed by the parties hereto.

Executed this the date and year first above written.

BANQUE INDOSUEZ, NEW YORK BRANCH

By: John J. Sabre FVP  
First Vice President (Title)

VMV ENTERPRISES, INC

By: Robert C. Persha Acting VP Finance  
(Title)

jtg\95.148

COMMONWEALTH OF KENTUCKY  
COUNTY OF MCCRACKEN

The foregoing Partial Release of Security Interest was signed, sworn to and acknowledged before me by Robert C. Persha, Acting VP Finance, of VMV ENTERPRISES, INC. acting for and on behalf of said corporation on this 29<sup>th</sup> day of ~~May~~ June, 1995.

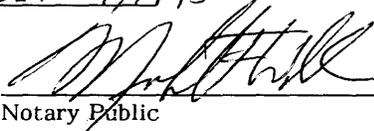
My commission expires: 10-7-97

Susan C. Ramage  
Notary Public

STATE OF NEW YORK  
COUNTY OF NEW YORK

The foregoing Partial Release of Security Interest was signed, sworn to and acknowledged before me by JOHN SAGRE,  
FIRST VICE PRESIDENT of BANQUE INDOSUEZ, NEW YORK BRANCH, acting for and on behalf of said corporation on this ~~JUN~~<sup>JUNE</sup> day of ~~May~~, 1995.

My commission expires: JULY 29, 1995

  
\_\_\_\_\_  
Notary Public

MICHAEL F. WALSH  
Notary Public, State of New York  
No. 31-4984658  
Qualified in New York County  
Commission Expires July 29, 1995

SCHEDULE A

To the Agreement of Purchase and Sale dated as of May 10, 1995, between VMV Enterprises, Inc. and Helm Financial Corporation.

Description of Units:

Twenty-nine (29) SD45 Locomotives as follows:

<u>Old Unit Numbers</u>	<u>New Unit Numbers</u>	<u>Type</u>
CNW 919	KCS 610	SD45
CNW 937	KCS 611	SD45
CNW 943	KCS 612	SD45
CNW 969	KCS 613	SD45
CNW 970	KCS 614	SD45
BN 6405	KCS 615	SD45
BN 6420	KCS 616	SD45
CNW 6476	KCS 617	SD45
CNW 6509	KCS 618	SD45
BN 6683	KCS 619	SD45
CSX 8902	KCS 620	SD45
CSX 8904	KCS 621	SD45
CSX 8906	KCS 622	SD45
* CSX 8919	KCS 623	SD45
CSX 8922	KCS 624	SD45
CSX 8926	KCS 625	SD45
CSX 8928	KCS 626	SD45
CSX 8930	KCS 627	SD45
CSX 8932	KCS 628	SD45
CSX 8933	KCS 629	SD45
CNW 910	N/A	SD45
CNW 918	N/A	SD45
CNW 938	N/A	SD45
CNW 939	N/A	SD45
CNW 952	N/A	SD45
CNW 955	N/A	SD45
CNW 972	N/A	SD45
CNW 975	N/A	SD45
CNW 976	N/A	SD45

\* Note: CSX 8919 was erroneously referred to as RET 8919 in Schedule IV to the Security Agreement, due to a typographical error.