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2-363A045

December 28, 1992

RECORDATION NO. 15036 FILED 1223
DEC 28 1992 3 01 PM '92
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DEC 28 3 01 PM '92
INTERSTATE COMMERCE COMMISSION

BY HAND DELIVERY

The Hon. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Recordation No. 15036

Dear Mr. Strickland:

Enclosed please find an original document and three counterparts described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Partial Release of Liens, a secondary document, dated December 24, 1992.

The primary document to which this is connected is recorded under Recordation No. 15036.

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

Debtor

VMV Enterprises, Inc.
1300 Kentucky Avenue
Paducah, KY 42003

Secured Party

First National Bank of Boston
100 Federal Street
Boston, MA 02110

A description of the equipment covered by this document is attached hereto as Exhibit A.

Counterparts - Charles E. Ray

The Hon. Sidney L. Strickland, Jr.
December 28, 1992
Page 2

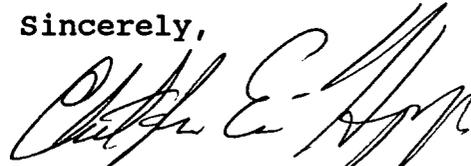
A filing fee of \$16.00 is enclosed. Please return the original and any extra counterparts not needed by the Commission for recordation to the representative of this firm submitting this document.

A short summary of the document to appear in the index is as follows:

Partial Release of Liens from the Security Agreement with Recordation No. 15036, between VMV Enterprises, Inc. and First National Bank of Boston, dated December 24, 1992, and covering 18 locomotives with recording marks BN and numbered in the 6200 series.

Thank you for your attention to this matter. Please call me if you have any questions.

Sincerely,



Christopher Eric Hagerup

Enclosure

EXHIBIT "A"

<u>ORIGINAL MANUFACTURER'S NUMBER</u>	<u>REVISED NUMBER</u>	<u>CURRENT NUMBER</u>
GN 588	BN 6115	BN 6289
CBQ 341	BN 6143	BN 6290
CBQ 344	BN 6146	BN 6291
CBQ 357	BN 6159	BN 6292
CBQ 361	BN 6163	BN 6293
CBQ 364	BN 6166	BN 6294
CBQ 365	BN 6167	BN 6295
CBQ 455	BN 6202	BN 6296
C&S 824	BN 6219	BN 6297
C&S 829	BN 6224	BN 6298
C&S 830	BN 6225	BN 6299
SOU 3096	VMV 2600	BN 6264
SOU 3099	VMV 2601	BN 6265
SOU 3085	VMV 2602	BN 6266
WM 7436	WM 7436	BN 6267
L&N 1207	CSX 4515	BN 6268
L&N 1208	CSX 4516	BN 6269
L&N 1203	CSX 4521	BN 6270

Interstate Commerce Commission

Washington, D.C. 20423

12/28/92

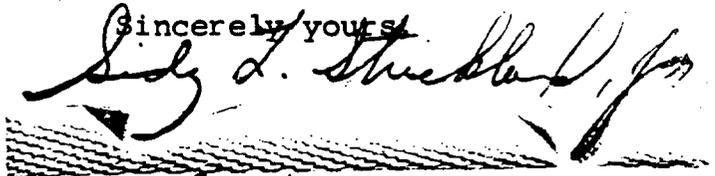
OFFICE OF THE SECRETARY

Oppenheimer Wolf & Donnelly
1020 Nineteenth Street, NW., Ste. 400
Washington, DC., 20036

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/28/92 at 3:05PM , and assigned re-
recording number(s). 15036-F.

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

15036-F
RECORDATION NO. 15036

DEC 28 1992-3 05 PM

PARTIAL RELEASE OF LIENS

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL RELEASE dated this 24th day of December, 1992, between First National Bank of Boston as Agent, for itself and the banks which are or may become parties to that certain Amended Restated Revolving Credit and Term Loan Agreement dated August 27, 1986, and amended and restated as of November 18, 1988, 100 Federal Street, Boston, MA 02110 ("Secured Party") and VMV Enterprises, Inc., 1300 Kentucky Avenue, Paducah, KY 42003 ("Debtor").

W I T N E S S E T H:

WHEREAS, Secured Party and Debtor are parties to a Restated Security Agreement dated August 27, 1986, and restated as of November 18, 1988, recorded with the Interstate Commerce Commission ("ICC") under recordation No. 15036, whereby Debtor granted to Secured Party a security interest (the "Security Interest") in certain locomotives, rail cars and other rolling stock and equipment (the "Collateral"); and

WHEREAS, the parties entered into Amendment No. 1 To Restated Security Agreement, dated January 7, 1991, and recorded with the ICC under recordation No. 15036-D; and

WHEREAS, the parties entered into Amendment No. 2 To Restated Security Agreement, dated January 21, 1992, and recorded with the ICC under recordation No. 15036-E; and

WHEREAS, the parties hereto desire to release a portion of the Collateral from the Security Interest;

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 locomotives shown on attached Exhibit "A" (the "Released Locomotives") from the Security Interest and any and all liens against the Released Locomotives by virtue of the Restated Security Agreement and any and all modification or amendments thereto, including but not limited to Amendments 1 and 2.

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 Interest shall remain in full force and effect as to all of the remaining Collateral not released herein.

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

Executed this the date and year first above written.

FIRST NATIONAL BANK OF BOSTON, as Agent,
Secured Party

By: Barbara W. Wilson Vice President
(Title)

VMV ENTERPRISES, INC., Debtor

By: Arthur Eckerson, III
Arthur Eckerson, III, Assistant
Vice President & CFO

**COMMONWEALTH OF KENTUCKY
COUNTY OF MCCRACKEN**

The foregoing Partial Release of Liens was signed, sworn to and acknowledged before me by Arthur Eckerson, III, Assistant Vice President & Chief Financial Officer of VMV Enterprises, Inc., acting for and on behalf of said corporation on this 23rd day of December, 1992.

My commission expires: 8-14-93

Susan C. Ramage
Notary Public

**STATE OF MASSACHUSETTS
COUNTY OF SUFFOLK**

The foregoing Partial Release of Liens was signed, sworn to and acknowledged before me by Barbara Wilson Vice
President of The First National Bank of Boston, acting for and on behalf of said corporation on this 24th day of December, 1992.

My commission expires: 4/11/98

Cynthia B. Gieser
Notary Public

EXHIBIT "A"

<u>ORIGINAL MANUFACTURER 'S NUMBER</u>	<u>REVISED NUMBER</u>	<u>CURRENT NUMBER</u>
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