

OPPENHEIMER WOLFF & DONNELLY

RECORDATION NO. ~~18494~~ FILED 1/14/94

JAN 14 REC'D 2:00 PM

INTERSTATE COMMERCE COMMISSION

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RECORDATION NO. 18494B FILED 1/14/94

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INTERSTATE COMMERCE COMMISSION

BY HAND DELIVERY

January 14, 1994

RECORDATION NO. 18494A FILED 1/14/94

JAN 14 REC'D 2:00 PM

INTERSTATE COMMERCE COMMISSION

Hon. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Room 1324
12th Street and Constitution Ave., N.W.
Washington, D.C. 20431

Attn: Ms. Mildred R. Lee, Room 2203

Dear Secretary Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. section 11303(a) are: (i) an executed original Memorandum of Assignment of Lease Agreement, dated as of January 14, 1994, by and between VMV Enterprises, Inc., as Assignor, and The First National Bank of Maryland, as Assignee, together with a true and correct copy thereof; and (ii) an executed original Memorandum of Assignment of Lease Agreement, dated as of January 14, 1994, by and between The First National Bank of Maryland, as Assignor, and Computer Systems of America, Inc., as Assignee, together with a true and correct copy thereof.

The above-referenced documents are secondary documents as defined in the Commission's Rules for Recordation of Documents under 49 C.F.R. section 1177. They each relate to that certain Master Locomotive Lease Agreement between VMV Enterprises, Inc., as Lessor, and Southern Pacific Transportation Company, as Lessee, dated October 15, 1993, a primary document which appears under Recordation Number 18494 in the Recordation Files.

The names and addresses of the parties executing the documents are:

VMV Enterprises, Inc.
1500 Kentucky Avenue
Paducah, Kentucky 42003

The First National Bank Of Maryland
P.O. Box 1596
Baltimore, Maryland 21230

Computer Systems of America, Inc.
20 Battery March Street
Boston, Massachusetts 02109

RECEIVED
OFFICE OF THE
SECRETARY
JAN 14 2 26 PM '94
LICENSING BRANCH

Counterparts - Kimberly Chzman

Sidney L. Strickland, Jr.
January 14, 1994
Page 2

A description of the equipment covered by the documents is attached thereto as Schedule A.

A short summary of each of the documents to appear in the index follows:

Memorandum of Assignment of Lease Agreement, dated as of January 14, 1994, by and between VMV Enterprises, Inc., as Assignor, and The First National Bank of Maryland, as Assignee;

Memorandum of Assignment of Lease Agreement, dated as of January 14, 1994, by and between The First National Bank of Maryland, as Assignor, and Computer Systems of America, Inc., as Assignee; and

Enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission for the filing of these documents. Kindly stamp the copies of these documents and return them to the carrier of this letter.

Very truly yours,



Kevin M. Sheys

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

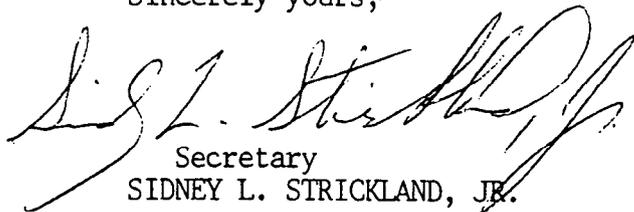
Kevin M. Sheys
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street N.W.
Suite 400
Washington, D.C. 20036

1/14/94

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 1/14/94 at 2:30PM, and assigned
recording number(s). 18494-A,B,C & 18651-A&B + 18652

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDED NO. 184981A JAN 13 1994
JAN 14 1994 4:23 PM
STATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

BETWEEN

VMV ENTERPRISES, INC.

AND

THE FIRST NATIONAL BANK OF MARYLAND

JANUARY 14, 1994

184912

JAN 14 1994 1:11 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT made and entered into as of this 14th day of January, 1994 by and between VMV Enterprises, Inc., a Kentucky corporation (the "Assignor"), and The First National Bank of Maryland, a national banking association (the "Assignee").

W I T N E S S E T H:

1. Pursuant to the Master Locomotive Lease Agreement dated as of October 15, 1993 (the "Lease") by and between the Assignor and Southern Pacific Transportation Company (the "Lessee"), the Assignor leases to the Lessee twenty (20) locomotives described in Schedule A attached hereto.

2. The Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept from the Assignor the Lease and the corresponding locomotives that are the subject of the Lease.

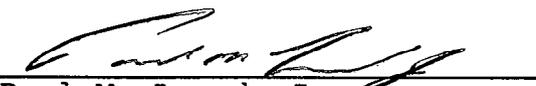
3. This Memorandum of Assignment of Lease Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

VMV ENTERPRISES, INC.

By: 
Name: PAUL M. SEATON
Title: President & CEO

THE FIRST NATIONAL BANK OF MARYLAND

By: 
Paul M. Leand, Jr.
Assistant Vice President

COMMONWEALTH OF KENTUCKY, COUNTY OF McCracken, TO WIT:

I HEREBY CERTIFY, that on this 13th day of January 1994, before me, the undersigned, a Notary Public of the Commonwealth of Kentucky, personally appeared Paul M. Seaton, who acknowledged himself to be a President + CEO of VMV Enterprises, Inc., a Kentucky corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President + CEO of said corporation by signing the name of the corporation by himself as President + CEO.

AS WITNESS my hand and notarial seal.

Susan C. Ramage
Notary Public

My Commission Expires: 10-7-97

STATE OF MARYLAND, City OF Baltimore, TO WIT:

I HEREBY CERTIFY, that on this 12th day of January 1994, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Paul M. Leand, Jr., who acknowledged himself to be an Assistant Vice President of The First National Bank of Maryland a national banking association, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Assistant Vice President of said banking association by signing the name of the banking association by himself as Assistant Vice President.

AS WITNESS my hand and notarial seal.

Deborah J. Hooper
Notary Public



My Commission Expires: 7.27.94

A:FN131308.MEM\CSA1\djh

SCHEDULE A

<u>Locomotive No.</u>	<u>Type</u>
VMV 8301	SD40
VMV 8308	SD40
VMV 8327	SD40
VMV 8330	SD40
VMV 8333	SD40
VMV 8345	SD40
VMV 8355	SD40
VMV 8358	SD40
VMV 8363	SD40
VMV 8366	SD40
VMV 8905	SD45
VMV 8907	SD45
VMV 8910	SD45
VMV 8918	SD45
VMV 8924	SD45
VMV 8925	SD45
VMV 8929	SD45
VMV 8936	SD45
VMV 8940	SD45
VMV 8941	SD45