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~~NEW YORK STATE TRANSPORTATION BOARD~~

# **BASS**

**BERRY • SIMS<sub>PC</sub>**

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March 18, 2013

VIA FED EX 103939-500

Chief  
Section of Administration  
Officer of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, DC 20024

Dear Section Chief

Please find enclosed for recording pursuant to the provisions of 49 U S C Section 11301(a) two (2) copies of a Partial Release of Security Interest. dated as of March 4, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Security Agreement previously filed with the Board under Recordation Number 18718.

The name and address of the party to the enclosed document are:

Secured Party: Bank of America, N.A (f/k/a NationsBank of Tennessee, N A.)  
550 Main Avenue  
Knoxville, TN 37902

A description of the railroad equipment covered by the enclosed document is:

4 locomotives KLWX 171, KLXW 2001, KLWX 2003 and LRS 129

A short summary of the document to appear in the index is.

Partial Release of Security Interest

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Also enclosed is a check in the amount of \$42.00 payable to the order of The Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Regards.

A handwritten signature in black ink, appearing to read "Amanda Elliott Stanley". The signature is fluid and cursive, with the first name "Amanda" being the most prominent.

Amanda Elliott Stanley

Enclosures

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**PARTIAL RELEASE OF SECURITY INTEREST****SURFACE TRANSPORTATION BOARD**

This Partial Release of Security Interest, dated as of March 4, 2013, is made by Bank of America, N A., as Secured Party (the "Bank")

**WHEREAS**, Bank is the successor by merger to NationsBank of Tennessee, N.A , and

**WHEREAS**, Bank is the Secured Party described in that certain Security Agreement dated as of February 15, 1994 (the "1994 Security Agreement") between Bank, as Secured Party, and Gulf & Ohio Railways, Inc. ("G&O"), Wiregrass Central Railroad Company, Inc. ("WGCR"), Piedmont & Atlantic Railroad Co., Inc. ("P&A"), Rocky Mount & Western Railroad Co., Inc ("RMW"), and Albany Bridge Company, Inc. ("ABC"), as grantors, which was recorded at the Interstate Commerce Commission (the "ICC") on February 24, 1994 at 2:25 pm under Recordation No. 18718 for all equipment whether now owned or hereafter acquired, including the Equipment identified in the Exhibit attached hereto (the "Equipment"); and

**WHEREAS**, Bank is the Secured Party described in that certain Amended and Restated Security Agreement dated as of May 15, 1995 (the "1995 Amendment") between Bank, as Secured Party, and G&O, WGCR, P&A, RMW, ABC, and Georgia & Florida Railroad Co., Inc. ("GAFL"), as grantors, which was recorded at the ICC on May 17, 1995 at 2:50 pm under Recordation No. 18718-A for all equipment whether now owned or hereafter acquired, including the Equipment; and

**WHEREAS**, Bank is the Secured Party described in that certain Amended and Restated Security Agreement dated as of September 24, 1996 (the "1996 Amendment") between Bank, as Secured Party, and G&O, WGCR, P&A, RMW, ABC, GAFL, Live Oak, Perry & Georgia Railroad Company, Inc. ("LOPR"), and Lexington & Ohio Railroad Co., Inc ("LORR"), as grantors, which was recorded at the Surface Transportation Board (the "STB") on September 30, 1996 at 12:05 pm under Recordation No. 18718-D for all equipment whether now owned or hereafter acquired, including the Equipment, and

**WHEREAS**, Bank is the Secured Party described in that certain Amended and Restated Security Agreement dated as of April 29, 1997 (the "1997 Amendment") between Bank, as Secured Party, and G&O, WGCR, P&A, RMW, ABC, GAFL, LOPR, and LORR, as grantors, which was recorded at the STB on May 12, 1997 at 3:17 pm under Recordation No. 18718-E for all equipment whether now existing or hereafter acquired, including the Equipment; and

**WHEREAS**, Bank is the Secured Party described in that certain Amended, Restated and Consolidated Security Agreement dated as of March 13, 1998 (the "1998 Amendment") between Bank, as Secured Party, and Gulf and Ohio Railways Holding Co , Inc ("G&O Holdings"), G&O, WGCR, P&A, RMW, ABC, GAFL, LOPR, LORR, Knoxville & Holston River Railroad Co., Inc. ("KHRR"), and Knoxville Locomotive

Works, Inc. ("KLW"), as grantors, which was recorded at the STB on March 19, 1998 at 12 26 pm under Recordation No 18718-F for all equipment whether now existing or hereafter acquired, including the Equipment; and

**WHEREAS**, Bank is the Secured Party described in that certain Amended, Restated and Consolidated Security Agreement dated as of July 31, 1998 (the "July 1998 Amendment") between Bank, as Secured Party, and G&O Holdings, G&O, WGCR, P&A, RMW, ABC, GAFL, LOPR, LORR, KHRR, KLW, and Laurinburg & Southern Railroad Co., Inc. ("LSR"), as grantors, which was recorded at the STB on August 12, 1998 at 1:07 pm under Recordation No. 18718-H for all equipment whether now existing or hereafter acquired, including the Equipment; and

**WHEREAS**, Bank is the Secured Party described in that certain Amended, Restated and Consolidated Security Agreement dated as of February 25, 2000 (the "2000 Amendment") between Bank, as Secured Party, and G&O Holdings, G&O, WGCR, P&A, RMW, LORR, KHRR, KLW, LSR, Tennessee Railcar Services, Inc. ("TRS"), and Gulf & Ohio Airways, Inc. ("G&O Airways"), as grantors, which was recorded at the STB on March 15, 2000 at 11:28 am under Recordation No. 18718-J for all equipment whether now existing or hereafter acquired, including the Equipment; and

**WHEREAS**, Bank is the Secured Party described in that certain Amended, and Restated Security Agreement dated as of December 31, 2001 (the "2001 Amendment") between Bank, as Secured Party, and, G&O Holdings, WGCR, P&A, RMW, LORR, KHRR, KLW, LSR, TRS, Conecuh Valley Railroad Co , Inc. ("CVR"), and Three Notch Railroad Co., Inc ("TNR"), as grantors, which was recorded at the STB on January 11, 2002 at 3:46 pm under Recordation No. 18718-K for all equipment whether now existing or hereafter acquired, including the Equipment; and

**WHEREAS**, Bank is the Secured Party described in that certain First Modification of Amended, and Restated Loan Documents dated as of July 30, 2002 (the "2002 Modification") between Bank, as Secured Party, and, G&O Holdings, G&O, WGCR, P&A, RMW, LORR, KHRR, KLW, LSR, TRS, CVR, and TNR, as guarantors, and H.Peter Claussen and Linda C Claussen, which was recorded at the STB on August 13, 2002 at 2:37 pm under Recordation No. 18718-L for all equipment whether now existing or hereafter acquired, including the Equipment; and

**WHEREAS**, Bank is the Secured Party described in that certain First Modification of Amended, and Restated Loan Documents dated as of July 30, 2002 (the "2003 Modification") between Bank, as Secured Party, and, G&O Holdings, G&O, WGCR, P&A, RMW, LORR, KHRR, KLW, LSR, TRS, CVR, and TNR, as guarantors, and H.Peter Claussen and Linda C. Claussen, which was recorded at the STB on March 26, 2003 at 8:14 am under Recordation No. 18718-M for all equipment whether now existing or hereafter acquired, including the Equipment; and

**WHEREAS**, as of the date hereof, all amounts due under the 1994 Security Agreement, the 1995 Amendment, the 1996 Amendment, the 1997 Amendment, the 1998



EXHIBIT

EQUIPMENT RELEASED FROM THE SECURITY AGREEMENT

	<u>Description</u>	<u>Reporting Mark</u>	<u>Reporting Number</u>
1	SW1001	KLWX	171
2	SW1001	KLWX	2001
3	SW1200	KLWX	2003
4	NW2	LRS	129

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