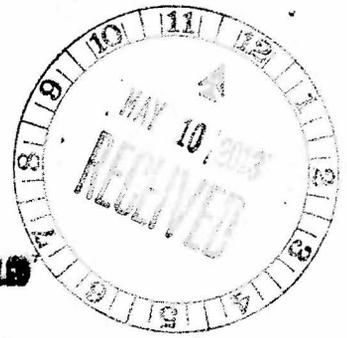




Eric M. Hocky
Direct Dial 215 640 8523
Email: ehocky@thorpreed.com



RECORDATION NO. 30506-C FILED

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~~TRANSPORTATION BOARD~~

ATTORNEYS AT LAW SINCE 1895

VIA FEDEX
[Tracking # 7997 2674 1231]

May 9, 2013

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: Document for Recordation

Dear Ms. Brown:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 USC §11301 and 49 CFR Part 1177.

The document is a Partial Termination and Release of Lien dated as of May 6, 2013 ("Partial Termination"), a secondary document. The primary document to which this Partial Termination relates is that certain Memorandum of U.S. Security Agreement dated as of October 1, 2012, and recorded by the Board on November 2, 2012, under Recordation No. 30506. We request that this document be recorded under Recordation No. 30506-C

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

Secured Party / Administrative Agent:

- Pittsburgh
- Philadelphia
- Wheeling
- Wilmington
- Princeton

Bank of America, N.A.
Attention: Fani Davidson
AVP, Agency Management Officer
Mail Code: IL4-135-05-41
135 S La Salle St.
Chicago, IL 60603

Domestic Borrowers:

Genesee & Wyoming Inc. ("GWI")
RP Acquisition Company Two ("RP")
66 Field Point Road
Greenwich, CT 06830

Thorp Reed & Armstrong, LLP
One Commerce Square
2005 Market Street
Suite 1000
Philadelphia, PA 19103-7041
215 640 8500
215 640 8501 Fax



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May 9, 2013

U.S. Subsidiary Guarantors:

All U.S. Subsidiary Guarantors shown in Recordation No. 30506, including specifically:

Buffalo & Pittsburgh Railroad, Inc.
Rochester & Southern Railroad, Inc.
c/o Genesee & Wyoming Inc.
66 Field Point Road
Greenwich, CT 06830

A description of the equipment covered by the document follows:

The one locomotive identified on Schedule 1 to the Partial Termination.

A fee of \$42.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to:

Eric M. Hocky
Clark Hill Thorp Reed
One Commerce Square
2005 Market Street
Suite 1000
Philadelphia, PA 19103

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

Partial Termination and Release of Lien dated as of May 6, 2013, by Bank of America, N.A. ("Administrative Agent"), with an address at Attention: Fani Davidson, AVP, Agency Management Officer, Mail Code: IL4-135-05-41, 135 S La Salle St, Chicago, IL 60603, a secondary document, releasing the lien on the locomotive identified on Schedule 1 to the Partial Termination and Release of Lien. The Partial Termination is related to the Memorandum of U.S. Security Agreement recorded by the Board on November 2, 2012, under Recordation No. 30506.



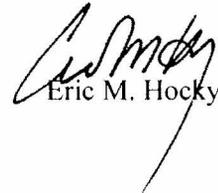
Cynthia T. Brown
Page 3

May 9, 2013

Please let us know if you have any questions regarding this recordation.

Respectfully,

CLARK HILL THORP REED*



Eric M. Hocky

EMH/dml

Enclosures

*Thorp Reed & Armstrong, LLP merged with Clark Hill, PLC as of May 1, 2013.

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SURFACE TRANSPORTATION BOARD

May 6, 2013**PARTIAL TERMINATION AND RELEASE OF LIEN**

WHEREAS, GENESEE & WYOMING INC. ("GWI"), RP ACQUISITION COMPANY TWO ("RP" and, together with GWI, the "Domestic Borrowers"), and listed U.S. Guarantors including Buffalo & Pittsburgh Railroad, Inc. ("BPRR") and Rochester & Southern Railroad, Inc. ("RSR") granted a security interest to BANK OF AMERICA, N.A., in its capacity as administrative agent ("Administrative Agent" or "Secured Party") in the collateral described on the attached Schedule 1 (the "Released Collateral"), pursuant to that certain U.S. Security Agreement dated as of October 1, 2012 (the "U.S. Security Agreement"); and

WHEREAS, the Secured Party has agreed to release its interest in the Released Collateral;

NOW, THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, the undersigned Secured Party hereby terminates, releases and discharges any and all of its rights, security interests, liens and other interests in and to, the Released Collateral under the U.S. Security Agreement, and in all increases or profits received therefrom (unless received prior to the date of this Partial Termination and Release of Lien), in all substitutions therefor (other than any assets received by any of the Domestic Borrowers, BPRR, RSR or any other U.S. Guarantor in exchange for the Released Collateral), and in all proceeds thereof in any form (other than any assets received by any of the Domestic Borrowers, BPRR, RSR or any other U.S. Guarantor in exchange for the Released Collateral).

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Schedule 1

Released Collateral

OWNER	INIT	NO.	TYPE	H.P.	BLDR
RSR	GW	46	MP15DC	1500	EMD