



SIDLEY AUSTIN LLP  
1501 K STREET, N.W.  
WASHINGTON, D.C. 20005  
(202) 736 8000  
(202) 736 8711 FAX

thynes@sidley.com  
(202) 736 8198

SURFACE TRANSPORTATION BOARD

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FOUNDED 1866

April 23, 2014

**By Hand Delivery**

Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423



Dear Ms. Brown:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301(a) of Title 49 of the U.S. Code.

The document is a Termination of Security Agreement dated as of April 23, 2014, a secondary document, as defined in the Board's Rules for the Recordation of Documents at 49 C.F.R. § 1177.1(b). This Termination of Security Agreement relates to that certain Memorandum of U.S. Security Agreement previously filed with the Board on January 25, 2011, under Recordation Number 29627.

The name and address of the party to the enclosed document is as follows:

COLLATERAL AGENT:      Bank of America, N.A.  
One Financial Plaza  
Providence, RI 02903

A description of the Equipment covered by the document is as follows:

Those locomotives, railcars and other rolling stock of Florida East Coast Railway Corp., Florida East Coast Railway, L.L.C., and FEC Highway Services, L.L.C identified in Schedule A to the January 25, 2011 Memorandum of Security Agreement filed with the Board under Recordation Number 29627.

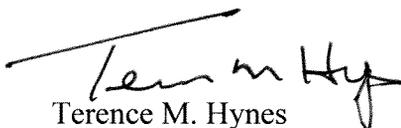
The prescribed recordation fee of \$44.00 is enclosed. Please return any extra copies not needed by the Board for recordation to the person hand-delivering the documents.

Cynthia T. Brown  
April 23, 2014  
Page 2

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

Termination of Security Agreement dated as of April 23, 2014, a secondary document, which relates to that certain Memorandum of U.S. Security Agreement previously filed with the Board on January 25, 2011, under Recordation Number 29627.

Sincerely yours,



Terence M. Hynes

TMH:aat

Enclosure

TERMINATION OF SECURITY AGREEMENT

This Termination of Security Agreement is made and entered into as of April 23, 2014 by and among FLORIDA EAST COAST RAILWAY CORP., a Delaware corporation, FLORIDA EAST COAST RAILWAY, L.L.C., a Florida limited liability company and FEC HIGHWAY SERVICES, L.L.C., each as a grantor (each, a "*Grantor*" and collectively, the "*Grantors*") and Bank of America, N.A., as collateral agent (in such capacity, the "*Collateral Agent*"), pursuant to that certain Security Agreement (the "*Security Agreement*"), dated as of January 25, 2011 among each Grantor and the Collateral Agent, which was recorded with the Surface Transportation Board on January 25, 2011 at 2:17 p.m. under Recordation No. 29627.

Pursuant to the Security Agreement, the Grantors granted the Collateral Agent a security interest covering the railroad equipment listed on Schedule A hereto and all additions and alternations thereof, replacements thereof and substitutions therefor.

The Collateral Agent and the Grantors hereby acknowledge that the Collateral Agent has terminated the Security Agreement, and terminated, canceled, discharged, reassigned and released any and all liens and security interests arising under the Security Agreement.

*[Signature Pages Follow]*

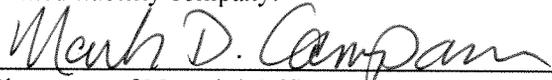


**FLORIDA EAST COAST RAILWAY CORP.,  
FLORIDA EAST COAST RAILWAY, L.L.C.,  
FEC HIGHWAY SERVICES, L.L.C., and  
FLORIDA EAST COAST DELIVERIES, LLC**

By:   
Name: John Brenholt  
Title: Executive Vice President and  
Chief Financial Officer

STATE OF Illinois )  
COUNTY OF Cook ) ss

This instrument was acknowledged before me on April 22, 2014 by John Brenholt, as Executive Vice President and Chief Financial Officer of FLORIDA EAST COAST RAILWAY CORP., a Delaware corporation, FLORIDA EAST COAST RAILWAY, L.L.C., a Florida limited liability company, FEC HIGHWAY SERVICES, L.L.C., a Florida limited liability company and FLORIDA EAST COAST DELIVERIES, LLC, a Florida limited liability company.

  
(Signature of Notarial Officer)

My commission expires: June 22, 2015

[AFFIX NOTARY SEAL]

**DESCRIPTION OF EQUIPMENT****LOCOMOTIVES**

DE 411, DE 412, DE 413, DE 414, DE 415, DE 416, DE 418, DE 419, DE 421, DE 422, DE 425, DE 426, DE 427, DE 428, DE 429, DE 430, DE 431, DE 432, DE 433, DE 434, DE 435, DE 436, DE 438, DE 439, DE 441, DE 501, DE 507, DE 508, DE 510, DE 511, DE 702, DE 703, DE 704, DE 708, DE 709, DE 710, DE 711, DE 713, DE 714, DE 715, DE 716, DE 717, DE 718, DE 719, DE 720

**AUTO RACKS**

ETTX 700078, ETTX 800004, ETTX 800435, ETTX 801278, ETTX 801705, ETTX 802461, ETTX 820287, ETTX 850129, ETTX 850144, ETTX 850149, ETTX 850164, ETTX 850220, ETTX 850713, ETTX 902946, ETTX 905489, ETTX 905508, ETTX 907454, ETTX 908923, ETTX 908958, ETTX 909055, ETTX 909503, ETTX 909818, TTGX 156353, TTGX 156451, TTGX 157276, TTGX 157489, TTGX 158657, TTGX 159153, TTGX 159381, TTGX 159733, TTGX 160013, TTGX 160098, TTGX 160150, TTGX 160370, TTGX 160471, TTGX 160554, TTGX 160597, TTGX 603709, TTGX 604285, TTGX 912343, TTGX 913185, TTGX 913290, TTGX 913328, TTGX 913337, TTGX 913430, TTGX 913892, TTGX 914081, TTGX 920017, TTGX 930133, TTGX 930193, TTGX 930200, TTGX 930242, TTGX 930603, TTGX 930614, TTGX 941053, TTGX 941347, TTGX 941750, TTGX 941761, TTGX 961373, TTGX 961630, TTGX 962010, TTGX 962063, TTGX 962124, TTGX 962346, TTGX 962591, TTGX 962655, TTGX 962844, TTGX 962980, TTGX 963193, TTGX 963412, TTGX 963539, TTGX 963742, TTGX 964908, TTGX 964968, TTGX 965311, TTGX 965325, TTGX 973230, TTGX 973295, TTGX 973359, TTGX 973870, TTGX 974592, TTGX 978465, TTGX 979982, TTGX 980836, TTGX 981306, TTGX 981360, TTGX 981643, TTGX 982337

**RAPID RAIL CARS**

FEC 13002, FEC 13003, FEC 13004, FEC 13005, FEC 13013, FEC 13014, FEC 13016, FEC 13017, FEC 13020, FEC 13021, FEC 13022, FEC 13023, FEC 13025, FEC 13026, FEC 13033, FEC 13034, FEC 13035, FEC 13037, FEC 13039, FEC 13040, FEC 13043, FEC 13044, FEC 13045, FEC 13046, FEC 13047, FEC 13048, FEC 13050, FEC 13052, FEC 13053, FEC 13054, FEC 13055, FEC 13064, FEC 13068, FEC 13069, FEC 13070, FEC 13075, FEC 13076, FEC 13077, FEC 13078, FEC 13080, FEC 13085, FEC 13086, FEC 13088, FEC 13089, FEC 13091, FEC 13092, FEC 13093, FEC 13096, FEC 15001, FEC 15026, FEC 15027, FEC 15040, FEC 15041, FEC 15047, FEC 15055, FEC 15058, FEC 15069, FEC 15074, FEC 15076, FEC 15078, FEC 15079, FEC 15082, FEC 15083, FEC 15084, FEC 15097, FEC 15101, FEC 15102, FEC 15103, FEC 15104, FEC 15105, FEC 15107, FEC 15108, FEC 15109, FEC 15111, FEC 15112, FEC 15114, FEC 15116, FEC 15118, FEC 15121, FEC 15125, FEC 15128, FEC 15133, FEC 15135, FEC 15137, FEC 15138, FEC 15139, FEC 15141, FEC 15142, FEC 15145, FEC 15147, FEC 15150, FEC 15152, FEC 15163, FEC 15165, FEC 15168, FEC 15169, FEC 15171, FEC 15172, FEC 15182, FEC 15189, FEC 15193, FEC 15198, FEC 15199, FEC 15200, FEC 15202,

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**TRIPLE RAIL CARS**

FEC 13100, FEC 13101, FEC 13102, FEC 13103, FEC 13104, FEC 13106, FEC 13107, FEC 13108, FEC 13109, FEC 13110, FEC 13111, FEC 13112, FEC 13113, FEC 13114, FEC 13115, FEC 13116, FEC 13117, FEC 13118, FEC 13119, FEC 13120, FEC 13121, FEC 13122, FEC 13123, FEC 13124, FEC 13126, FEC 13127, FEC 13128, FEC 13129, FEC 13130, FEC 13131, FEC 13132, FEC 13133, FEC 13134, FEC 13135, FEC 13136, FEC 13137, FEC 13138, FEC 13139, FEC 13140, FEC 13141, FEC 13142, FEC 13143, FEC 13144, FEC 13145, FEC 13146, FEC 13147, FEC 13148, FEC 13149, FEC 13150, FEC 13151, FEC 13153, FEC 13155, FEC 13156, FEC 13157, FEC 13158, FEC 13159, FEC 13160, FEC 13161, FEC 13162, FEC 13163, FEC 13164, FEC 13165, FEC 13166, FEC 13167, FEC 13168, FEC 13171, FEC 13172, FEC 13173, FEC 13174, FEC 13176, FEC 13177, FEC 13178, FEC 13179, FEC 13180, FEC 13181, FEC 13182, FEC 13183, FEC 13184, FEC 13185, FEC 13186, FEC 13187, FEC 13188, FEC 13189, FEC 13190, FEC 13191, FEC 13192, FEC 13193, FEC 13194, FEC 13195, FEC 13196, FEC 13197, FEC 13199, FEC 13200, FEC 13201, FEC 13202, FEC 13203, FEC 13204, FEC 13205, FEC 13206, FEC 13207, FEC 13208, FEC 13209, FEC 13210, FEC 13211, FEC 13212, FEC 13213, FEC 13214, FEC 13215, FEC 13216, FEC 13217, FEC 13218, FEC 13219, FEC 13220, FEC 13221, FEC 13222, FEC 13223, FEC 13224, FEC 13225, FEC 13226, FEC 13227, FEC 13228, FEC 13229, FEC 13231, FEC 13232, FEC 13233, FEC 13234, FEC 13235, FEC 13236, FEC 13237, FEC 13238, FEC 13239, FEC 13240, FEC 13241, FEC 13242, FEC 13243, FEC 13244, FEC 13247, FEC 13248, FEC 13249

**OPEN RAIL CARS**

FEC 16000, FEC 16002, FEC 16003, FEC 16008, FEC 16010, FEC 16012, FEC 16014, FEC 16016, FEC 16017, FEC 16022, FEC 16023, FEC 16024, FEC 16025, FEC 16026, FEC 16027, FEC 16034, FEC 16036, FEC 16037, FEC 16039, FEC 16040, FEC 16041, FEC 16043, FEC 16045, FEC 16046, FEC 16047, FEC 16048, FEC 16049, FEC 16050, FEC 16051, FEC 16052, FEC 16053, FEC 16055, FEC 16056, FEC 16057, FEC 16058, FEC 16059, FEC 16060, FEC 16061, FEC 16062, FEC 16064, FEC 16065, FEC 16066, FEC 16068, FEC 16069, FEC 16070, FEC 16071, FEC 16073, FEC 16076, FEC 16077, FEC 16078, FEC 16080, FEC 16084, FEC 16088, FEC 16090, FEC 16091, FEC 16092, FEC 16093, FEC 16095, FEC 16100, FEC 16102,

FEC 16104, FEC 16106, FEC 16111, FEC 16112, FEC 16113, FEC 16114, FEC 16115, FEC 16117, FEC 16119, FEC 16121, FEC 16122, FEC 16123, FEC 16126, FEC 16128, FEC 16129, FEC 16130, FEC 16136, FEC 16142, FEC 16145, FEC 16146, FEC 16148, FEC 16151, FEC 16152, FEC 16154, FEC 16155, FEC 16158, FEC 17728, FEC 17796

**CHASSIS & CONTAINERS**

FECZ 140003, FECZ 140004, FECZ 140005, FECZ 140006, FECZ 140007, XFEU 668200, XFEU 668201, XFEU 668202, XFEU 668203, XFEU 668204, XFEU 668205, XFEU 668206, XFEU 668207, XFEU 668208, XFEU 668209, XFEU 668210, XFEU 668211, XFEU 668212, XFEU 668213, XFEU 668214, XFEU 668215, XFEU 668216, XFEU 668217, XFEU 668218, XFEU 668219, XFEU 668220, XFEU 668221, XFEU 668222, XFEU 668223, XFEU 668224, XFEU 668225, XFEU 668226, XFEU 668227, XFEU 668228, XFEU 668229, XFEU 668230, XFEU 668231, XFEU 668232, XFEU 668233, XFEU 668234, XFEU 668235, XFEU 668236, XFEU 668237, XFEU 668238, XFEU 668239, XFEU 668240, XFEU 668241, XFEU 668242, XFEU 668243, XFEU 668244, XFEU 668245, XFEU 668246, XFEU 668247, XFEU 668248, XFEU 668249, XFEU 668250, XFEU 668251, XFEU 668252, XFEU 668253, XFEU 668254, XFEU 668255, XFEU 668256, XFEU 668257, XFEU 668258, XFEU 668259, XFEU 668260, XFEU 668261, XFEU 668262, XFEU 668263, XFEU 668264, XFEU 668265, XFEU 668266, XFEU 668267, XFEU 668268, XFEU 668269, XFEU 668270, XFEU 668271, XFEU 668272, XFEU 668273, XFEU 668274, XFEU 668275, XFEU 668276, XFEU 668277, XFEU 668278, XFEU 668279, XFEU 668280, XFEU 668281, XFEU 668282, XFEU 668283, XFEU 668284, XFEU 668285, XFEU 668286, XFEU 668287, XFEU 668288, XFEU 668289, XFEU 668290, XFEU 668291, XFEU 668292, XFEU 668293, XFEU 668294, XFEU 668295, XFEU 668296, XFEU 668297, XFEU 668298, XFEU 668299, XFEU 668300, XFEU 668301, XFEU 668302, XFEU 668303, XFEU 668304, XFEU 668305, XFEU 668306, XFEU 668307, XFEU 668308, XFEU 668309, XFEU 668310, XFEU 668311, XFEU 668312, XFEU 668313, XFEU 668314, XFEU 668315, XFEU 668316, XFEU 668317, XFEU 668318, XFEU 668319, XFEU 668320, XFEU 668321, XFEU 668322, XFEU 668323, XFEU 668324, XFEU 668325, XFEU 668326, XFEU 668327, XFEU 668328, XFEU 668329, XFEU 668330, XFEU 668331, XFEU 668332, XFEU 668333, XFEU 668334, XFEU 668335, XFEU 668336, XFEU 668337, XFEU 668338, XFEU 668339, XFEU 668340, XFEU 668341, XFEU 668342, XFEU 668343, XFEU 668344, XFEU 668345, XFEU 668346, XFEU 668347, XFEU 668348, XFEU 668349, XFEU 668350, XFEU 668351, XFEU 668352, XFEU 668353, XFEU 668354, XFEU 668355, XFEU 668356, XFEU 668357, XFEU 668358, XFEU 668359, XFEU 668360, XFEU 668361

**FLAT CARS**

FEC 2200, FEC 2201, FEC 2202, FEC 2203, FEC 2204, FEC 2205, FEC 2207, FEC 2208, FEC 2209, FEC 2210, FEC 2211, FEC 2212, FEC 2213, FEC 2214, FEC 2215, FEC 2216, FEC 2217, FEC 2219, FEC 2220, FEC 2221, FEC 2222, FEC 2223, FEC 2224, FEC 2225, FEC 2226, FEC 2227, FEC 2228, FEC 2229, FEC 2230, FEC 2231, FEC 2232, FEC 2233, FEC 2234, FEC 2235, FEC 2236, FEC 2238, FEC 2239, FEC 2240, FEC 2242, FEC 2243, FEC 2244, FEC 2245, FEC 2246, FEC 2247, FEC 2248, FEC 2249

**WELL CARS**

FEC 4401, FEC 4402, FEC 4403, FEC 4404, FEC 4405, FEC 4406, FEC 4407, FEC 4408, FEC 4409, FEC 4410, FEC 4411, FEC 4412, FEC 4413, FEC 4414, FEC 4415, FEC 4416, FEC 4417, FEC 4418, FEC 4419, FEC 4420, FEC 4421, FEC 4422, FEC 4423, FEC 4424, FEC 4425, FEC 4426, FEC 4427, FEC 4428, FEC 4429, FEC 4430, FEC 4431, FEC 4432, FEC 4433, FEC 4434, FEC 4435, FEC 4436, FEC 4437, FEC 4438, FEC 4439, FEC 4440, FEC 4441, FEC 4442, FEC 4443, FEC 4445, FEC 4446, FEC 4447, FEC 4448, FEC 4449, FEC 4450, FEC 4451, FEC 4452, FEC 4453, FEC 4454, FEC 4456, FEC 4457, FEC 4458, FEC 4459, FEC 4460, FEC 4461, FEC 4462, FEC 4463, FEC 4464, FEC 4465, FEC 4466, FEC 4467, FEC 4468, FEC 4469, FEC 4470, FEC 4471, FEC 4472, FEC 4473, FEC 4474, FEC 4475, FEC 4476, FEC 4477, FEC 4478, FEC 4479, FEC 4480, FEC 4481, FEC 4482, FEC 4483, FEC 4484, FEC 4485, FEC 4486, FEC 4487, FEC 4488, FEC 4489, FEC 4490, FEC 4491, FEC 4492, FEC 4493, FEC 4494, FEC 4495, FEC 4496, FEC 4497, FEC 4498, FEC 4499, FEC 4500

### **GONDOLAS**

FEC 12603, FEC 12605, FEC 12615, FEC 12622, FEC 12632, FEC 12636, FEC 12642, FEC 12650, FEC 12653, FEC 12655, FEC 12658, FEC 12664, FEC 12666, FEC 12670, FEC 12672, FEC 12681, FEC 12685, FEC 12687, FEC 12690, FEC 12693, FEC 12694, FEC 12695, FEC 12696, FEC 12699

### **MISC WORK**

FEC 14057, FEC 1469, FEC 3761, FEC 3762, FEC 3763, FEC 3786, FEC 3811, FEC 3819, FEC 3820, FEC 3821, FEC 3822, FEC 3823, FEC 3824, FEC 3825, FEC 3826, FEC 3827, FEC 3828, FEC 3829, FEC 3830, FEC 3831, FEC 3832, FEC 3833, FEC 3834, FEC 3835, FEC 3836, FEC 3837, FEC 3838, FEC 3839, FEC 3840, FEC 3841, FEC 3842, FEC 3843, FEC 3844, FEC 3845, FEC 3846, FEC 3847, FEC 3848, FEC 3849, FEC 3850, FEC 3851, FEC 3852, FEC 3853, FEC 3854, FEC 3855, FEC 3856, FEC 3857, FEC 3858, FEC 3859, FEC 3860, FEC 3861, FEC 3862, FEC 3863, FEC 3864, FEC 3865, FEC 3867, FEC 3868, FEC 3870, FEC 3871, FEC 3872, FEC 3874, FEC 7201, FEC 7202, FEC 7203, FEC 7205, FEC 7210

### **TRAILERS**

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665350, PUR 667203, PUR 800097

**OTHER**

FEC 1001

**PASSENGER**

AZALEA, JAMAICA, ST AUGUSTINE