



655 Fifteenth Street, NW, Suite 225  
Washington, DC 20005

balljanik.com

t 202.638.3307  
f 202.783.6947

RECORDATION NO. 21447-I  
FILED NOVEMBER 26, 2013 02:41 PM  
SURFACE TRANSPORTATION BOARD

November 26, 2013

Karl Morell  
Of Counsel  
kmorell@balljanik.com

E-FILED

Cynthia Brown  
Chief, Section of Administration  
Surface Transportation Board  
Office of Proceedings  
395 E Street, SW  
Washington, DC 20423

Dear Ms. Brown:

Enclosed for e-filing is the document described below to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release of Security Agreement, a secondary document, dated as of November 22, 2013. The primary document to which the Release is connected is recorded under Recordation No. 21447-B. We request that this document be recorded under Recordation No. 21447-I.

The name and address of the party to the Partial Release of Security Agreement is:

Secured Party:

Bank of America, N.A.  
550 W. Main Street  
Suite 800  
Knoxville, TN 37902

A description of the equipment covered by the Partial Release of Security Agreement consists two locomotives with Road Nos. NCRC 5315 and NCRC 5332.



Cynthia Brown  
November 26, 2013  
Page 2

to: The fee of \$44.00 is enclosed. Please return one copy

Karl Morell  
Of Counsel  
Ball Janik LLP  
Suite 225  
655 Fifteenth Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: Partial Release of Security Agreement by Bank of America, N.A., 550 W. Main Street, Suite 800, Knoxville TN 37902, covering two locomotives with Road Nos. NCRC 5315 and NCRC 5332.

Sincerely,

A handwritten signature in black ink that reads "Karl Morell".

Karl Morell

Enclosure

**PARTIAL RELEASE OF SECURITY AGREEMENT**

This Partial Release of Security Agreement (this "Release") dated as of November 22, 2013 is by and among RIO GRANDE PACIFIC CORPORATION, a Texas corporation ("Rio Grande"), IDAHO NORTHERN & PACIFIC RAILROAD COMPANY, a Delaware corporation ("Idaho"), NEBRASKA CENTRAL RAILROAD COMPANY, a Delaware corporation ("Nebraska"); WICHITA, TILLMAN & JACKSON RAILWAY COMPANY, an Oklahoma corporation ("Wichita"); and NEW ORLEANS & GULF COAST RAILWAY COMPANY, a Delaware corporation ("New Orleans") (hereinafter, Rio Grande, Idaho, Nebraska, Wichita, and New Orleans, collectively, the "Grantors") and BANK OF AMERICA, N.A., a national banking association and successor to NationsBank, N.A. ("Bank").

RECITALS

A. Bank has extended a line of credit in the amount of \$40,000,000 to Rio Grande pursuant to an Amended and Restated Credit Agreement dated as of April 23, 1999 (as the same has been amended from time to time, the "Credit Agreement"); and

B. The Credit Agreement is secured by a pledge by Grantors of certain Collateral as set forth in that certain Amended, Restated and Consolidated Security Agreement between the Grantors and Bank dated as of April 23, 1999 (as the same has been amended from time to time, the "Security Agreement"); and

C. The Security Agreement was originally filed for recordation with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the US Code on May 7, 1999 under Recordation Number 21447-B; an Amendment No. 1 to Security Agreement was duly filed with the Surface Transportation Board on November 29, 2005 under Recordation Number 21447-D, and an Amendment No. 2 to Security Agreement was duly filed for recordation with the Surface Transportation Board on January 16, 2008 under Recordation Number 21447-E; and

D. Grantor has requested and Bank has agreed to release certain locomotives identified as NCRC 5315 and NCRC 5332 from the lien granted in favor of Bank under the Security Agreement.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, Bank hereby releases locomotives NCRC 5315 and NCRC 5332 from the lien granted in favor of Bank under the Security Agreement, and Bank consents to the recording of this Release with the Surface Transportation Board to effect release of the lien against locomotives NCRC 5315 and NCRC 5332 as set forth in this release.

