

13443

RECORDATION NO. Filed 1425

January 19, 1982 **JAN 21 1982 - 9 20 PM**

No. INTERSTATE COMMERCE COMMISSION
Date **JAN 21 1982**
Fee \$ **50.00**
ICC Washington, D. C.

Secretary,
Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation a Security Agreement with regard to the railroad cars described therein, used or intended for use in connection with interstate commerce. Specifically, there is enclosed an original and two certified true copies of a Security Agreement dated December 31, 1981 between RailAmerica, Ltd., as debtor, and Trinity Industries, Inc., as secured party. The address of Trinity Industries, Inc. is 4001 Irving Boulevard, Dallas, Texas 75247 and the address of RailAmerica, Ltd. is 230 Park Avenue, Suite 2500, New York, New York 10169.

The railroad equipment covered by the Security Agreement is described as follows: One Hundred (100) pulpwood flatcars per design number FP-34-1, bearing serial numbers CAGY 12100 through CAGY 12149 and serial numbers NT 1000 through NT 1049.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver an executed copy of the Security Agreement, with filing data noted thereon, following recordation thereof, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and enclosures to you.

Very truly yours,

TRINITY INDUSTRIES, INC.

By: *[Signature]*
Vice President

Robert Taylor
L. Kenneth Mowbray (Dewey, Ballantine, etc.)

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RELEASE

INTERSTATE COMMERCE COMMISSION

TRINITY INDUSTRIES, INC., a Texas corporation ("Trinity"), whose address is 4001 Irving Boulevard, Dallas, Texas, the legal and equitable owner and holder of that one (1) certain Promissory Note (the "Note") in the stated principal amount of ONE MILLION FIVE HUNDRED THIRTY-SIX THOUSAND AND NO/100 DOLLARS (\$1,536,000.00) dated December 31, 1981, executed by RailAmerica, Ltd., a New York corporation ("RailAmerica"), whose address is 230 Park Avenue, Room 2500, New York, New York, bearing interest and being payable as therein provided to the order of Trinity, secured by a Security Agreement dated of even date therewith, duly filed in the Office of the Interstate Commerce Commission in Washington, D.C. and recorded on January 20, 1982 under Recordation No. 13443, constituting a security interest in certain equipment (the "Equipment") owned by RailAmerica, said Equipment consisting of certain railroad rolling stock more particularly described in Exhibit A attached hereto and made a part hereof.

For and in consideration of the full and final payment of the Note, the receipt of which is hereby acknowledged, Trinity has released and discharged, and by these presents hereby releases and discharges, the Equipment from the security interest created by the Security Agreement.

EXECUTED this 2nd day of July, 1982.

TRINITY INDUSTRIES, INC.,
a Texas corporation

By: E. B. Breeding
Senior, Vice President
E. B. Breeding

STATE OF TEXAS X
 X
COUNTY OF DALLAS X

BEFORE ME, the undersigned authority, on this day personally appeared E. B. Breeding, Senior Vice President of TRINITY INDUSTRIES, INC., a Texas corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and as the act and deed of said corporation, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 2nd day of July, 1982.

Dorothy Gallini
Notary Public in and for
Dallas County, Texas

My Commission Expires:

9-30-84

DOROTHY GALLINI
Please print or type name

EXHIBIT "A"

One hundred (100) pulpwood flatcars per design number FP-34-1, bearing serial numbers CAGY 12100 through CAGY 12149 and NT 1000 through NT 1049.