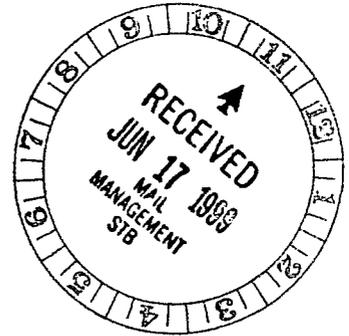


R S Capital, Inc.

June 15, 1999

RECORDATION NO. 17045-B FILED

JUN 17 '99 11-00AM



Surface Transportation Board
1925 K Street, N.W., Suite 704
Washington, D.C. 20423-0001
Attn: Recordation of Railroad Equipment

RE: Amendment to Lease Agreement by and between RS Equipment Leasing Associates, Ltd.
1987-A and Georgia Northeastern Railroad Company, Inc. - Recordation # 17045

Dear Sir:

The attached Amendment amends the above referenced lease and is made and entered into as of April 15, 1999 and cancels the lease of the following equipment as of April 15, 1999:

One (1) GP 18 Locomotive bearing the reporting marks GNRR 8705

The addresses of the parties are as follows:

RS Equipment Leasing Associates, Ltd. 1987-A ("Lessor")
200 Galleria Parkway, Suite 1705
Atlanta, GA 30339

Georgia Northeastern Railroad Company, Inc. ("Lessee")
1819 Peachtree Rd., N.E., Suite 303
Atlanta, GA 30309

Would you please record this Amendment as a part of the Lease and return one copy to us. A check for the filing fee in the amount of \$26.00 is enclosed.

Thank you for your assistance. If you have any questions, please give me a call.

Sincerely,

RS EQUIPMENT LEASING ASSOCIATES, LTD. 1987-A

Phyllis J. Langley
Financial & Operations Principal
RS Capital, Inc., General Partner

RECORDATION NO. 17045-B FILED
JUN 17 '99 11-00AM

AMENDMENT TO LEASE AGREEMENT

- 1. This amendment to Lease Agreement is made and entered into as of April 15, 1999, and cancels that certain Lease Agreement dated as of August 2, 1990, by and between **R. S. Equipment Leasing Associates, Ltd. 1987-A** ("Lessor") and **Georgia Northeastern Railroad Company, Inc.** ("Lessee").
- 2. Lessor agrees to terminate the lease to Lessee, and Lessee hereby acknowledges the termination of the lease of the following equipment as of April 15, 1999.

One (1) GP18 Locomotive bearing the reporting marks GNRR 8705

- 3. The addresses of the parties are as follows:

R. S. Equipment Leasing Associates, Ltd. 1987-A ("Lessor")
200 Galleria Parkway, Steui 1810
Atlanta, GA 30339

Georgia Northeastern Railroad Company, Inc. ("Lessee")
1819 Peachtree Road, NE, Suite 303
Atlanta, GA 30309

- 4. The terms and provisions of this Lease Agreement, as amended, are more particularly set forth in a Lease Agreement dated August 2, 1990 by and between R. S. Equipment Leasing Associates, Ltd. 1987-A and Georgia Northeastern Railroad Company, Inc.

IN WITNESS WHEREOF, the parties hereto have caused this Cancellation of Lease Agreement to be executed as of this 15th day of April 1999.

RS Capital, Inc., General Partner

Phyllis J. Ganger
Witness

By: [Signature] Pres.
R. S. Equipment Leasing Associates, Ltd.
1987-A (Lessor)

Georgia Northeastern Railroad Company, Inc.
(Lessee)

[Signature]
Witness

By: Wilds L. Pierce
Wilds L. Pierce, President

STATE OF GEORGIA

:
:
:

SS.

COUNTY OF Cobb

On this 17th day of May, 1999, before me personally appeared Randy Seckman, to me personally known, who, being by me duly sworn, says that he is the President of RS Capital, Inc., General At. that said instrument was signed and sealed on behalf of said organization by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Stephanie M Yucius
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public, Cobb County, Georgia
My Commission Expires Jan. 9, 2003

STATE OF GEORGIA

:
:
:

SS.

COUNTY OF FULTON

On this 17th day of May, 1999, before me personally appeared Wilds L. Pierce, to me personally known, who, being by me duly sworn, says that he is the President of Georgia Northeastern Railroad Company, Inc., that one of the seals affixed to the foregoing instrument is the seal of said organization, that said instrument was signed and sealed on behalf of said organization by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Joyce E. Cornelius
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public, Clayton County, Georgia
My Commission Expires July 7, 2000