

LAW OFFICES OF
DOW T. HUSKEY
112 WEST TROY STREET
DOTHAN, ALABAMA 36302

2-108A012

TELEPHONE (205) 794-3366
TELECOPIER (205) 794-7292

REPLY TO:
P. O. BOX 1501

10276-A
FILED

APR 17 1992 2:45 PM

April 8, 1992 INTERSTATE COMMERCE COMMISSION

The Honorable Sidney Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, NW
Washington, D.C. 20423

APR 17 2 36 PM '92
MOTOR OPERATING UNIT

Dear Secretary Strickland:

Please accept the enclosed Release and Termination Agreement for recordation as a secondary document to the Security Agreement recorded at Recordation Number 10276-A. The parties are Marine Midland Bank (Bank) and Atlantic & Western Financial Corporation (Company). We have enclosed a check in the amount of \$15.00 for payment of the filing fee. Please return the original document to the undersigned at this office. A short summary of the document follows:

Release and Termination Agreement between Marine Midland Bank and Atlantic & Western Financial Corporation dated March 27, 1979, terminating the Security Agreement recorded at Recordation Number 10276-A.

Thank you.

Sincerely,

Dow T. Huskey

Dow T. Huskey

DTH:ct

Enclosures

APR 14 11 06 AM '92
MOTOR OPERATING UNIT

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REPLY TO:
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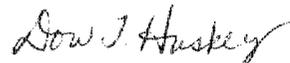
April 14, 1992

Attention Mrs. Mildred Lee
Interstate Commerce Commission
12th & Constitution Avenue, NW
Room 2303
Washington, D.C. 20423

Dear Mrs. Lee:

Enclosed pursuant to your request this date is a notarized and sealed copy of the Release and Termination Agreement previously forwarded to you for recordation. I also enclose the additional \$1.00 recordation fee.

Sincerely,



Dow T. Huskey

DTH:ct

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

4/20/92

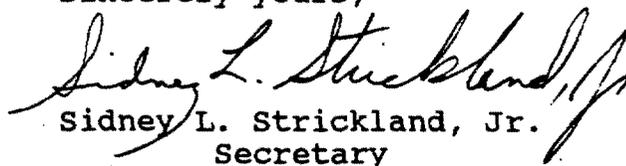
OFFICE OF THE SECRETARY

Dow T. Huskey
Law Office
112 West Troy Street
Dothan, Alabama 36302

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/17/92 at 2:45pm, and assigned recordation number(s). 10276-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

10276-F

RELEASE AND TERMINATION AGREEMENT

APR 17 1992 2:42 PM

INTERSTATE COMMERCE COMMISSION

THIS RELEASE AND TERMINATION AGREEMENT ("Agreement") is made and entered into as of the 18th day of March, 1992, by and between Marine Midland Bank, as the Secured Party (hereinafter the "Bank"), and Atlantic & Western Financial Corporation, a Delaware corporation (hereinafter "Company").

RECITALS

A. Pursuant to a certain Chattel Mortgage, Assignment and Security Agreement, dated as of March 27, 1979 (hereinafter the "Security Agreement"), entered into by and between the Bank and Company, establishing security interests in 25 railroad cars (hereinafter the "Railroad Cars"), as more particularly described in Exhibit "A" to the Security Agreement, which Security Agreement was duly recorded with the Interstate Commerce Commission (hereinafter "ICC"), under 49 U.S.C. §11303 and assigned ICC Recordation No. 10276-A.

B. It is the desire of the parties to terminate the Security Agreement and release all liens and security interests arising thereunder.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, the parties hereby agree as follows:

- 1. Definitions. Except as otherwise provided herein or except as otherwise required by the context herein, all capitalized terms defined in the Security Agreement shall have such defined meanings when used herein.

2. Receipt and Acknowledgment. The Bank hereby acknowledges receipt of payment in full of all secured obligations. The Bank further acknowledges termination of the Commitments and Notes of the Bank under the Loan Agreement.

3. Termination. The Security Agreement shall be and is hereby terminated and cancelled, and is without any further force or effect.

4. Release of Liens. The Bank and any of its affiliates, subsidiaries, officers, employees, and agents, does hereby release and terminate any and all liens and security interests of every kind and nature arising directly or indirectly under the Security Agreement, including without limitation, all liens and security interests in and to the Railroad Cars which are subject to the Security Agreement.

5. Termination Statements. The Bank hereby agrees at the Company's sole cost and expense to execute and deliver to the Company Form UCC-3 Termination Statements relating to all such liens and security interests described in Paragraph 4 above, and to execute and deliver to the Company such other documents as the Company reasonably deems appropriate to effectuate the terms and provisions of this Agreement.

6. No Prior Assignment or Conveyance. The Bank hereby represents and warrants that it has not heretofore assigned, conveyed, or encumbered any right, title, or interest in and to the Security Agreement or its rights and duties thereunder.

7. Recordation. Upon execution of this Agreement, the Bank shall cause it and the requisite number of counterparts to be filed and recorded with the ICC pursuant to 49 U.S.C. §11303, and the

regulations promulgated thereunder. At the request of the Company, the Bank shall provide copies or other evidence of such filing and recordation.

IN WITNESS WHEREOF, the Bank and the Company have caused this Agreement to be executed by their respective duly authorized officers as of the day and year first above written.

MARINE MIDLAND BANK

By: *Stephen Wincott*
Title: SVP

"Bank"

ATLANTIC & WESTERN FINANCIAL CORPORATION

By: *K. Earl Durden*
K. Earl Durden, Its President

"Company"

ACKNOWLEDGEMENT

STATE OF NEW YORK)
BOROUGH OF NEW YORK)

SS:

On this 18th day of March, 1992, before me, personally appeared *Stephen Wincott*, to me known to be the person described in and who executed the foregoing instrument and he/she acknowledged that he/she executed the same as his/her free act and deed.

[SEAL]

Shirley Clinton
Notary Public

My Commission Expires: 8/31/92

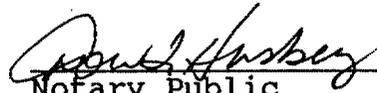
SHIRLEY CLINTON
NOTARY PUBLIC, State of New York
No. 03-1604310
Qualified in Dutchess County
Certificate Filed in New York County
Commission Expires

ACKNOWLEDGEMENT

STATE OF ALABAMA)
) SS:
COUNTY OF HOUSTON)

On this 24th day of March, 1992, before me, personally appeared K. Earl Durden, whose name as President of Atlantic & Western Financial Corporation, to me known to be the person described in and who executed the foregoing instrument and he/she acknowledged that he/she executed the same as his/her free act and deed.

[SEAL]


Notary Public

My Commission Expires:
8/8/92

This instrument prepared by:

Dow T. Huskey
Attorney at Law
P. O. Box 1501
Dothan, Alabama 36302