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February 5, 1990

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0-036A038

VIA HAND DELIVERY

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Room 1324
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 15007A FILED 1423

FEB 5 1990 - 3 35 PM

INTERSTATE COMMERCE COMMISSION

Re: General Electric Credit Corporation
and Alabama & Florida Railroad Company
(ICC Recordation No. 15007)

Dear Ms. McGee:

I have enclosed an original and one counterpart original of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a secondary document, a Release of a Mortgage, Security Agreement and Assignment of Leases and Rents, dated as of February 5, 1990. The primary document to which this document is connected is recorded under Recordation No. 15007.

The names and addresses of the parties to the documents are as follows:

Debtor: Alabama & Florida Railroad Company, Inc.
401 Henley Street
Suite 5
Knoxville, Tennessee 37902

Secured Party: General Electric Credit Corporation
P.O. Box 8300
1600 Summer Street
Stamford, Connecticut 06904-8300

Handwritten signature: Jill M. Hawken

Vertical stamp: FEB 5 1990

Ms. Noreta R. McGee

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February 5, 1990

A description of the equipment covered by the document follows:

A full release of the secured interest in the rolling stock and other property of the Alabama & Florida Railroad Company, Inc., as described in Schedule A, hereto.

A fee of \$15.00 is enclosed, pursuant to 49 C.F.R. Section 1002.2(f) (84). Please return the originals attached to this letter, evidencing recordation to:

Jill M. Hawken
Weiner, McCaffrey, Brodsky, Kaplan & Levin, P.C.
1350 New York Avenue, N.W, Suite 800
Washington, D.C. 20005-4797

A short summary to appear in the index follows:

2/5/90 Release of a Mortgage, Security Agreement and Assignment of Leases and Rents, covering the rolling stock and other property of the Alabama & Florida Railroad Company, Inc., as listed in Annex I of the Mortgage, Security Agreement and Assignments of Leases and Rents.

Very truly yours,



Jill M. Hawken

Enclosures

JMH/lr/5933X/7280

[P61997]

ANNEX I

Station building at Opp, Alabama.

Station building at Geneva, Alabama.

Track materials consisting of rail, joint bars, tie plates, crossties and ballast used in the construction of trackage between Station 22+57 in Georgiana, Alabama, to Milepost AF-625.3 in or near Geneva, Alabama.

Locomotive, Model No. EMDGP9, Unit No. 6076.

Locomotive, Model No. EMDGP9, Unit No. 6084.

Locomotive, Model No. EMDGP9, Unit No. 6094.

Locomotive, Model No. EMDGP9, Unit No. 6226.

Locomotive, Model No. EMDGP9, Unit No. 6011.

RECORDATION # 15007-A
FILED 1423

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INTERSTATE COMMERCE COMMISSION

RELEASE

Release dated as of the 5th day of February, 1990,
from General Electric Credit Corporation (GECC) in favor
of Alabama & Florida Railroad Company, Inc. ("A & F").

RECITALS

1. GECC, as Mortgagee, and A & F, as Mortgagor
entered into a certain Mortgage dated July 25, 1986 (the
"Mortgage"). The Mortgage was filed and recorded with the
Interstate Commerce Commission ("ICC") on July 29, 1986,
recordation number 15007.

2. The full amount of the Obligations (as defined in
the Mortgage) has been paid to GECC as of this date and
all of A & F's obligations thereunder have been
performed. A & F has requested pursuant to Section 7(i)
of the Mortgage, that GECC release its interest in the
Collateral described in the Mortgage.

AGREEMENT

NOW, THEREFORE, in consideration of the premises,
GECC hereby releases all of its right, title and interest
in and to the Collateral arising under the Mortgage.

IN WITNESS WHEREOF, GECC has caused this Release to
be executed and delivered as of February 5, 1990.

GENERAL ELECTRIC CREDIT
CORPORATION

By John Z. Sullivan
Its Manager - Operations

AFFIDAVIT

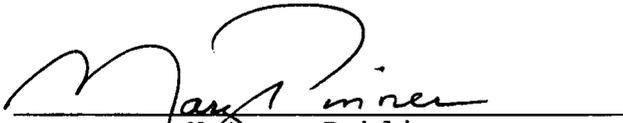
I, Jill M. Hawken, being first duly sworn upon oath, deposes and says that I have compared the document attached, a copy of the Security Agreement between Gulf & Ohio Railways, Inc., Alabama & Florida Railroad Company, Inc., Wiregrass Central Railroad Company, Inc., Mississippi Delta Equipment Co., Inc. and AmSouth Bank N.A., dated as of February 5, 1990, with the original document and that the copy is complete and identical in all respects to the original document.

Dated this 5th day of February, 1990.


Jill M. Hawken

Washington
District of Columbia

SUBSCRIBED AND SWORN to before me, a Notary Public, this 5th day of February, 1990.


Notary Public

My Commission Expires May 14, 1990

JMH/lr/6017X/7280

Alabama

& Florida Railroad Co.

7/27/26

RECORDATION No. 15007
(Filed pursuant to the
Provisions of Section 20c
Interstate Commerce Act)

25-90-15007-A