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MCLEOD, ALEXANDER, POWEL & APFFEL

A PROFESSIONAL CORPORATION

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V. W. McLEOD (1914-1977)  
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J. D. BASHLINE  
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JAMES R. ANSELL  
KENNETH J. BOWER  
DAVID PARKE SALTER  
WM. HULSE WAGNER  
DAVID E. COWEN

RECORDATION NO. 15387-B FILED 1425

MAY 20 1994 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

WRITER'S DIRECT  
EXTENSION NO. 115

May 5, 1994

RE: Recording of Documents pursuant to Section 11303 of Title 49  
of the U. S. Code

Mr. Sidney L. Strickland, Jr., Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Room 2215  
Washington, D.C. 20423

CM-RRR #P 027-943-547

Dear Secretary:

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

This document is a Release, a secondary document, dated May 9, 1994.

The primary document to which this is connected is recorded under Recordation No. 15387, and the secondary document to which this is connected is recorded under Recordation No. 15387-A.

We request that this instrument be cross-indexed.

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

Secured Party/Releasor: The Board of Trustees of the Galveston Wharves, P. O. Box 328, Galveston, Texas, 77553

Debtor/Releasee: Galveston Railway, Inc., 2605 Thomas Drive, Panama City, Florida 32408

LICENSING BRANCH  
MAY 20 10 40 AM '94  
OFFICE OF THE SECRETARY  
INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.  
May 5, 1994  
Page 2

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Additional  
Debtor/Releasee: Galveston Railroad, L.P., 2605 Thomas  
Drive, Panama City, Florida 32408

A description of the equipment covered by the document  
follows:

<u>Quantity</u>	<u>Description</u>
1	Model SW1001 EMD 1,000 h.p. switcher locomotive, Serial No. 756080-1, GW #301
1	Model SW1001 EMD 1,000 h.p. switcher locomotive, Serial No. 756080-2, GW #302
1	Model SW1001 EMD 1,000 h.p. switcher locomotive, Serial No. 776052, GW #303
1	Model SW1001 EMD 1,000 h.p. switcher locomotive, Serial No. 795304-1, GW #304
1	Model SW1001 EMD 1,000 h.p. switcher locomotive, Serial No. 795304-2, GW #305
	Bullet proof window glass to be installed in locomotive GW #301
	Bullet proof window glass to be installed in locomotives GW #302 and GW #303
1	Fairmont T11F1 steel frame push car, Serial No. 251117
8	Motorola H33RMU1144N portable radios (Serial Nos. 402AHE0767, 402AHE0768, 402AHG0591, 402AHG0592, 402AHG0593, 402AHG0594, 402AHG0595, and 402AHG0596) and 8 Model NLN 7646 Single unit rapid chargers
1	Ingersol Rand Model 29343 impact tool with 4 sockets
6	Pace Model 365X Landmaster - portable radios, (Serial Nos. 31213283, 31213290, 40512412, 40512415, 40513416 and 4053417) and 6 Pace Model C-1X Chargers for above

Mr. Sidney L. Strickland, Jr.  
May 5, 1994  
Page 3

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- 2 Pace Model 464X UHF portable radios,  
Serial Nos. 30530678 and 30530683
- 1 Fairmont T11F1 steel frame push car,  
Serial No. 253374
- 1 Hillbro Model PSC-130 steam cleaner,  
Serial No. 12935
- 1 Honda Model EB4000 electric generator,  
Serial No. 1042094
- 1 Locomotive wheel cutting machine with 20  
cutting inserts
- 1 Model VE-55R air compressor with fuel  
tank, alternator, and related equipment
- 1 Campbell Hausfeld Model No. TW930059B air  
compressor

A fee of \$16.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to W. Daniel Vaughn, Attorney for the Board of Trustees of the Galveston Wharves, P. O. Box 629, Galveston, Texas, 77553.

A short summary of the document to appear in the index follows:

Release dated May 9, 1994, by which the Board of Trustees of the Galveston Wharves releases Galveston Railroad, L.P. from the obligation set forth in the Assumption of Security Agreement dated May 21, 1991, Recordation No. 15387-A, and releases Galveston Railway, Inc. from the obligations set forth in the Security Agreement with Recordation No. 15387, between Galveston Railway, Inc., 2506 South Park Drive, Dothan, Alabama, 36031, as debtor, and the Board of Trustees of the Galveston Wharves, P. O. Box 328, Galveston, Texas, 77553, as secured party, dated October 20, 1987, and covering five switcher locomotives, each 1000 h.p., Model EMD, Serial Numbers: 756080-1, 756080-2, 776052, 795304-1, 795304-2; as well as bullet proof glass for installation in serial numbers

Mr. Sidney L. Strickland, Jr.  
May 5, 1994  
Page 4

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756080-1, 756080-2, and 776052 and related equipment, including portable radios, push cars, steam cleaner, electric generator, locomotive wheel cutting machine, air compressors, tools and supplies.

Very truly yours,

  
W. Daniel Vaughn

WDV/WHW/ps  
Enclosures

cc: Mr. Ron Surovik  
Galveston Wharves  
P. O. Box 328  
Galveston, Texas 77553  
(w/encl.)

Mr. Dow T. Huskey  
Attorney at Law  
112 West Troy Street  
Dothan, Alabama 36302  
(w/encl.)

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GLYNIS L. ZAVARELLI  
MARK S. LASPINA

May 18, 1994

Writer's Direct  
Ext. 115

Re: Financing Statement No. 88-007186 - UCC-3; Galveston Railway,  
Inc.

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

Federal Express

Attn: Ms. Mildred Lee

Dear Ms. Lee:

Pursuant to our discussion regarding the above matter,  
enclosed please find our check in the amount of \$18.00 for the  
recording fee.

Thank you for your attention to this matter.

Yours truly,

  
W. Daniel Vaughn

WDV/nk  
Encl.

RECORDATION NO. 15387-B FILED T425

MAY 20 1994 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

RELEASE

This Release is entered into by the Board of Trustees of the Galveston Wharves ("Wharves") for the benefit of Galveston Railroad, L.P., a Texas limited partnership ("Railroad") and Galveston Railway, Inc., a Texas corporation ("GRI").

WHEREAS, Wharves is the owner and holder of that certain promissory note dated October 20, 1987, in the original principal amount of \$1,050,000.00, executed by GRI and payable to the order of Wharves (the "Note"), payment of which is secured by a security agreement of even date with GRI as debtor and Wharves as secured party (the "Security Agreement"), bearing Interstate Commerce Commission Recordation No. 15387, which creates a security interest in the property described on Exhibit A thereto (the "Collateral"); and

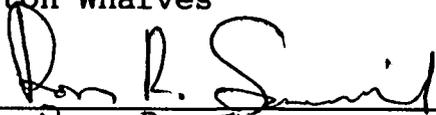
WHEREAS, by instrument dated May 21, 1991, Railroad agreed to assume all obligations of GRI under the Note and Security Agreement, which instrument bears Interstate Commerce Commission Recordation No. 15387-A; and

WHEREAS, Railroad has paid Wharves all indebtedness due and payable under the Note and Security Agreement, and has requested that Wharves release the security interest in the Collateral created by the Security Agreement, and Wharves has agreed to do so.

NOW, THEREFORE, for and in consideration of the sum of \$10.00 and other valuable consideration, the receipt and sufficiency of which are acknowledged, Wharves hereby releases Railroad and GRI from all obligations under the Note and Security Agreement, and releases the Collateral from the operation of the Security Agreement.

SIGNED the 9<sup>TH</sup> day of MAY, 1994.

The Board of Trustees of the  
Galveston Wharves

By:   
Name: RON R. SUROVIK  
Title: INTERIM PORT DIRECTOR

STATE OF TEXAS           §  
COUNTY OF GALVESTON   §

This instrument was acknowledged before me on the 9th day of May, 1994, by RON R. SUROVIK, INTERIM PORT DIRECTOR of the Board of Trustees of the Galveston Wharves, on behalf of the board.

  
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Notary Public, State of Texas

