First Union Commercial Corporation
VA7467
PO Box 11764
Roanoke, VA 24022-1764

RECORDATION NO. 20304-A FILED

FEB 18 '00 12-32 PM

SURFACE TRANSPORTATION BOARD

RECEIVED
FEB 18 2000
MAIL
MANAGEMENT
STB

February 17, 2000

Surface Transportation Board
1925 K Street, NW, Room 715
Washington, DC 20423

Attn: Recordation #20304

Dear Secretary:

Enclosed please find a set of **Release of Equipment Subject to Equipment Lease and Memorandum of Lease Under Recordation** requests for Secondary ~~**PRIMARY**~~ documents. The Lease is dated September 12, 1996 between:

First Union Commercial Corporation (Lessor)
One First Union Center,
301 South College Street, 20th Floor,
Charlotte, North Carolina 28202; and

South Central Tennessee Railroad Corporation (Lessee)
Watson Siding
Centerville, Tennessee 37033.

Two originals are enclosed along with a description of the equipment attached. Please return one original along with the release filing information to: First Union Commercial Corporation, Attn: Paula Bryant, 213 S. Jefferson Street, 9th Floor, Roanoke, VA 24011.

If you have any questions or require any additional information, please contact me at 540 563-6169. Thanks for your assistance.

Sincerely,

Paula Bryant

Paula Bryant
Documentation Specialist

RECORDATION NO. 20304-A FILED
FEB 8 '00 12-32 PM
SURFACE TRANSPORTATION BOARD

RELEASE OF EQUIPMENT SUBJECT TO EQUIPMENT
LEASE AND MEMORANDUM OF LEASE
UNDER RECORDATION NO. 20304

THIS RELEASE OF EQUIPMENT SUBJECT TO EQUIPMENT LEASE AND MEMORANDUM OF LEASE is made as of February 9, 2000 by FIRST UNION COMMERCIAL CORPORATION ("Lessor") for the benefit of South Central Tennessee Railroad Corporation ("Lessee").

WHEREAS, the Lessor entered into that certain Equipment Lease dated as of September 12, 1996 (the "Master Lease") pursuant to which Lessor leased to Lessee that certain equipment set forth on Schedule I attached hereto, and all additions thereto alterations thereof, replacements thereof and substitutions therefor (the "Equipment").

WHEREAS, a Memorandum of Lease (the "Memorandum of Lease") was filed and recorded with the Surface Transportation Board under recordation no. 20304 (hereinafter, the Master Lease together with the Memorandum of Lease, being referred to herein as the ("Lease"); and

WHEREAS, on February 9, 2000, the Equipment was released from the terms of the Lease.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Lessor does hereby fully release the Equipment from the Lease.

IN WITNESS WHEREOF, Lessor has duly executed this Release of Equipment Subject to Equipment Lease and Memorandum of Lease as of the date first above written.

FIRST UNION COMMERCIAL CORPORATION

By: Sharon B Bateman
Name: Sharon B. Bateman
Title: Vice President

STATE OF Virginia
City/ COUNTY OF Roanoke

I, Betty J. Webster, a Notary Public in and for said state and county, do hereby certify that Sharon B. Bateman personally appeared before me this day and acknowledged her due execution of the foregoing Release of Equipment Subject to Equipment Lease and Memorandum of Lease.

Witness my hand and officials seal this 9th day of February, 2000.

Betty J. Webster
Notary Public

My commission expires: 10-31-2000

[NOTARY SEAL]

SCHEDULE I

DESCRIPTION OF EQUIPMENT

1. NUMBER OF CARS: (1)

2. DESCRIPTION OF CARS: GP-38 Locomotive

3. CAR NUMBERS AND MARKS: 35447