

RECORDATION NO. 27739-A FILED

AUG 06 '09 -3 00 PM

~~SURFACE TRANSPORTATION BOARD~~

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 6, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Appointment of Successor Administrative Agent and Collateral Agent, effective as of July 27, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27739.

The names and addresses of the parties to the enclosed document are:

Successor Administrative Agent and Collateral Agent:	Bank of America, N.A. One Financial Plaza Providence, RI 02903
Former Administrative Agent and Collateral Agent:	Citicorp North America 2 Penns Way New Castle, DE 19720

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[Borrowers: Iron Horse Acquisition Holding, LLC  
Florida East Coast Industries, Inc  
Florida East Coast Railway, LLC  
Railroad Track Construction Corp.  
Florida East Coast Deliveries, Inc.  
One Malaga Street  
St. Augustine, FL 32085]

A description of the railroad equipment covered by the enclosed document  
is:

There is no new or additional equipment associated with this filing.

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

Notice of Appointment of Successor Administrative Agent and Collateral  
Agent.

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 27739-14 FILED

AUG 06 '09 -3 00 PM

SURFACE TRANSPORTATION BOARD

**Notice of Appointment of Successor Administrative Agent  
and Collateral Agent**

A Memorandum of the Security Agreement was duly filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) on November 26, 2008 at 8:00 a.m. and was assigned Recordation Number 27739 (the "Memorandum").

Notice is hereby given that, pursuant to the terms and conditions of that certain Credit Agreement (as defined in the Memorandum), as amended by the Fifth Amendment to Credit Agreement, dated as of July 28, 2009 (the "Fifth Amendment"), Citicorp North America, Inc. has resigned as Administrative Agent and as Collateral Agent, effective July 27, 2009, and simultaneously therewith Bank of America, N.A. has been appointed successor Administrative Agent and successor Collateral Agent.

Except for the aforesaid change in the Administrative Agent and Collateral Agent and the other amendments and modifications to the Security Agreement (as defined in the Memorandum) set forth in the Fifth Amendment, all terms and conditions of the Security Agreement remain in full force and effect. There is no change in the railroad equipment covered by the Security Agreement.

*(Remainder of page intentionally left blank; signature pages follow)*

BANK OF AMERICA, N.A  
as successor Administrative Agent and  
Collateral Agent

By: Molly J. Oxford  
Name: Molly J. Oxford  
Title: Vice President

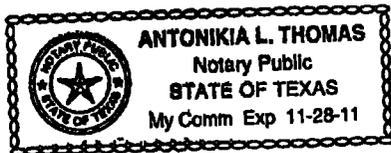
STATE OF

COUNTY OF

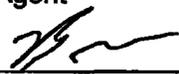
On this 24 day of July, 2009 before me personally appeared Molly J. Oxford, to me personally known, who being by me duly sworn, says that he/she is the VP of Bank of America, N.A and that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed

[Signature]  
NOTARY PUBLIC

My commission expires: 11-28-11



CITICORP NORTH AMERICA, INC.  
as former Administrative Agent and  
Collateral Agent

By:   
Name: Blake Gronich  
Title: Vice President

STATE OF  
COUNTY OF

On this 27<sup>th</sup> day of JULY, 2009 before me personally appeared BLAKE GRONICH, to me personally known, who being by me duly sworn, says that he/she is the VP of Citicorp North America, Inc. and that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.

  
NOTARY PUBLIC

My commission expires:

DAVID D. LEE  
NOTARY PUBLIC, State of New York  
No. 01LE6058902  
Qualified in New York County  
Commission Expires May 21, 2011

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/6/09



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Robert W Alvord