

TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
LIMITED LIABILITY PARTNERSHIP

401 9th STREET, N.W.
SUITE 1000
WASHINGTON, D.C. 20004-2134
www.troutmansanders.com
TELEPHONE: 202-274-2950

David C. Reeves
david.reeves@troutmansanders.com

Direct Dial 202-274-2932
Fax 202-654-5624

August 14, 2002

RECORDATION NO. 23380-A FILED
AUG 14 '02 11:51 AM
SURFACE TRANSPORTATION BOARD

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 704
Washington, D.C. 20423

RE: Railcar File No. 23380 - ___
Memorandum of Loan and Security Agreement Between Bank of America, N.A.,
Agent, and St. Marys Railroad, LLC

Dear Secretary Williams:

I am enclosing herewith three originals of a secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. A description of the equipment covered by the document follows hereafter. This document reflects full and complete termination of the security interest reflected in this railcar file.

Secondary Document: The secondary document filed herewith is:

Termination of Memorandum of Loan and Security Agreement, made as of August 7, 2002, between Bank of America, N.A., as Agent, ("Secured Party") and St. Marys Railroad, LLC, ("Borrower"), covering 3 locomotives, SM 503, SM 504 and SM 505.

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

Borrower:

St. Marys Railroad, LLC
P.O. Box 520
St. Marys, GA 31558

TROUTMAN SANDERS LLP
ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

The Honorable Vernon A. Williams
August 14, 2002
Page 2

Secured Party:

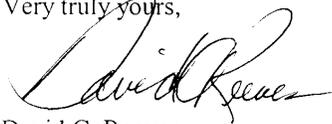
Bank of America, N.A., as Agent
600 Peachtree Street, N.E.
Atlanta, GA 30308

Summary for the index:

Complete Termination of Memorandum of Loan and Security Agreement covering three locomotives: Road No. SM 503, Road No. SM 504 and Road No. SM 505.

Enclosed please also find the \$30.00 filing fee. Please return all enclosed documents that are not needed by the Board for recordation to the person delivering the filing.

Very truly yours,



David C. Reeves
Attorney for Bank of America, N.A.

TERMINATION OF MEMORANDUM OF LOAN AND SECURITY AGREEMENT

This TERMINATION OF MEMORANDUM OF LOAN AND SECURITY AGREEMENT is made as of this 7th day of August, 2002, by and between BANK OF AMERICA, N.A., as administrative agent and collateral agent (the "**Administrative Agent**"), and ST. MARYS RAILROAD LLC, a Delaware limited liability company (the "**Grantor**").

WITNESSETH:

WHEREAS, each of the undersigned entered into that certain Loan and Security Agreement dated January 31, 2001, by and among Durango Paper Company, a Delaware corporation, Durango Georgia Paper Company, a Georgia corporation, Durango Georgia Converting Corporation, a New York corporation, Durango Georgia Sales Company, a Delaware corporation, Durango Georgia Converting LLC, a Delaware limited liability company and St. Marys Railroad, LLC (said agreement being referred to herein as the "**Loan and Security Agreement**"), by which Grantor granted a security interest in certain railroad locomotives bearing SM reporting marks and road numbers SM 503, SM 504 and SM 505 to the Administrative Agent in order to secure the payment of all Obligations (as defined in the Security Agreement) of the Grantor under the Loan Documents (as defined in the Security Agreement), as well as Grantor's performance of its other obligations as described in the Security Agreement;

WHEREAS, a memorandum of said Loan and Security Agreement was recorded with the Surface Transportation Board on February 12, 2001, in Recordation No. 23380; and

WHEREAS, said Loan and Security Agreement was terminated on July 25, 2002;

NOW, THEREFORE, the Memorandum of Loan and Security Agreement filed with the Surface Transportation Board on February 12, 2001, in Recordation No. 23380 is hereby FULLY AND COMPLETELY TERMINATED.



RECORDATION NO. 23380-A FILED

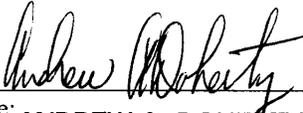
AUG 14 '02 11-51 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this Termination of Memorandum of Loan and Security Agreement to be executed by their respective, duly-authorized officers as of the day and year first above written.

Administrative Agent:

BANK OF AMERICA, N.A.

By 
Name: **ANDREW A. DOHERTY**
Title: **Vice President**

Grantor:

ST. MARYS RAILROAD LLC

By 
Name: Prudencio Calderon
Title: Vice President

STATE OF Georgia)
) SS
COUNTY OF Fulton)

On this 7th day of August, 2002, in Fulton County, Georgia, before me personally appeared Andrew P. Doherty, to me personally known, who being by me duly sworn, says that ~~he~~ is the Vice President of Bank of America, N.A., that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jane C. Elliott
Notary Public

[NOTARIAL SEAL]

My commission expires: _____ Notary Public, DeKalb County, Georgia
My Commission Expires June 7, 2005

STATE OF Georgia)
) SS
COUNTY OF Camden)

On this 7th day of August, 2002, in Camden County, Georgia, before me personally appeared Prudencio Calderon, to me personally known, who being by me duly sworn, says that he is the Vice President of St. Marys Railroad LLC, that the foregoing instrument was signed on behalf of said limited liability company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Susan Tharide
Notary Public

[NOTARIAL SEAL]

My commission expires: _____
Notary Public, Camden County, Georgia
My Commission Expires Dec. 12, 2003