RECORDATION NO. 17998-A FILED

JUL 13 '04 2-48 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

July 13, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest, dated as of June 9, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Commission under Recordation Number 17998.

The name and address of the party to the enclosed document are:

Secured Party: Bank of America, N.A. (as successor to NationsBank of Georgia, N.A.)
9000 Southside Boulevard, Bldg. 100
MC # FL 9-100-03-18
Jacksonville, Florida 32256

[Debtor: Georgia Northeastern Railroad Company, Inc.
108 Marr Avenue
Marietta, Georgia 30060]

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

127 railcars with current or previous GNRR reporting marks as more particularly set forth in the equipment schedule attached to the document.

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

Partial Termination and Release of Security Interest.

Also enclosed is a check in the amount of $30.00 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/anm
Enclosures

RECORDATION NO. 17995-A FILED

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SURFACE TRANSPORTATION BOARD

Partial Termination and Release of Security Interest

Bank of America, N.A., successor to NationsBank of Georgia, N.A. ("Secured Party"), for good and valuable consideration the receipt and sufficiency of which is acknowledged, only with respect to the railroad rolling stock described in Schedule 1 attached hereto (the "Cars"), terminates and releases any and all rights and interests of Secured Party (including without limitation any security interests, liens, chattel mortgages, and other rights and interests as secured party) in and to, or pursuant to, the Security Agreement dated as of November 9, 1992, between NationsBank of Georgia, N.A., as secured party, and Georgia Northeastern Railroad Company, Inc., as debtor.

A memorandum of Secured Party's rights and interests under the above-referenced Security Agreement was recorded with the Interstate Commerce Commission on November 12, 1992, at 3:00 p.m. under Recordation No. 17998. Without limiting the generality of the foregoing, only to the extent relating to the Cars, Secured Party releases and terminates its rights and interests covered by that memorandum.

EXECUTED as of June 9th, 2004.

BANK OF AMERICA, N.A.

By: Nancy L. Mazur

Name: NANCY L. MAZUR

Title: Asst. Vice President

State of Florida, County of Duval

On June 9th, 2004, before me personally appeared Nancy L Mazur, to me personally known, who being by me duly sworn says that he is Asst. Vice President of Bank of America, N.A., and that he executed the foregoing instrument on behalf of said corporation 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.

Anna Bornman

Notary Public

My commission expires:

[NOTARIAL SEAL]

ANNA BORNMAN
Notary Public - State of Florida
My Commission Expires Aug 28, 2006
Commission # DD145844
Bonded By National Notary Assn.

{00027401: v:}

p. 1 of 4

Car Mark	Car Num	AAR Equipment Code Description	Prev Unit Num	Prev Mark
GNRR	11029	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65083	GNRR
GNRR	11030	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65086	GNRR
GNRR	11032	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65088	GNRR
GNRR	7015	50ftBOXCAR,XM Sliding door opening 10ft less than 11ft inside width 9ft 6in+		
BB	4003	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	4003	GNRR
GNRR	4005	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.		
GNRR	4008	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.		
GNRR	4009	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.		
GNRR	4010	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.		
GNRR	6400	50ftBOXCAR,XL Plug door opening 9ft Less than 11ft Cushion		
GNRR	4004	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.		
GNRR	4006	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.		
GNRR	7116	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+	7145	RMGX
GNRR	7117	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+	7117	RMGX
GNRR	7119	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+	7119	RMGX
GNRR	7120	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+	7120	RMGX
GNRR	7121	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+	7134	RMGX
GNRR	7124	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+	7124	RMGX
GNRR	7137	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+	7137	RMGX
GNRR	7142	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+	7142	RMGX
GNRR	7143	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+	7143	RMGX
GNRR	7146	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.	7146	RMGX
GNRR	7148	EQUIPED OPEN TOP HOPPER,HTS, 185000 LBS LOAD LIMIT +,5000 CU FT+	7148	RMGX
GNRR	7150	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.	7150	RMGX
GNRR	7151	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.	7151	RMGX
GNRR	7152	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.	7152	RMGX
GNRR	7153	WOOD CHIP 155,000 TO 184, 99 LBS LD LIMIT,HTS,NONROTARY COUP ER,5000+CU T.	7153	RMGX
GNRR	3200	COVERED HOPPER Small, Capacity less than 3000 cu ft.	3200	RMGX
GNRR	3201	COVERED HOPPER Small, Capacity less than 3000 cu ft.	3201	RMGX
GNRR	3204	COVERED HOPPER Small, Capacity less than 3000 cu ft.	3204	RMGX
GNRR	3206	COVERED HOPPER Small, Capacity less than 3000 cu ft.	3206	RMGX
GNRR	3210	COVERED HOPPER Small, Capacity less than 3000 cu ft.	3210	RMGX
RMGX	3202	COVERED HOPPER Small, Capacity less than 3000 cu ft.	3202	GNRR
RMGX	3203	COVERED HOPPER Small, Capacity less than 3000 cu ft.	3203	GNRR
RMGX	3208	COVERED HOPPER Small, Capacity less than 3000 cu ft.	3208	GNRR
RMGX	3209	COVERED HOPPER Small, Capacity less than 3000 cu ft.	3209	GNRR
RMGX	3211	COVERED HOPPER Small, Capacity less than 3000 cu ft.	3211	GNRR
GNRR	700	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.		
GNRR	703	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.		
GNRR	706	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.		
MACX	2701	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.	701	GNRR
MACX	2702	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.	702	GNRR
MACX	2704	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.	704	GNRR
MACX	2705	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.	705	GNRR
MACX	2707	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.	707	GNRR

Schedule 1 - Description of Cars

GNRR	11008	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	119 GNRR
GNRR	11009	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	120 GNRR
GNRR	11020	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	136 GNRR
GNRR	11033	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65089 GNRR
GNRR	11034	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65090 GNRR
GNRR	11035	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65092 GNRR
GNRR	11036	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65093 GNRR
GNRR	11037	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65094 GNRR
GNRR	11040	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65097 GNRR
GNRR	11041	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65098 GNRR
GNRR	11042	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65099 GNRR
GNRR	10038	50ftBOXCAR INSULATED Plug RB Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RB,ALL CARS.	10038 LW
GNRR	10069	50ftBOXCAR INSULATED Plug RB Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RB,ALL CARS.	10069 LW
GNRR	11013	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	125 GNRR
GNRR	11014	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	126 GNRR
GNRR	11027	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65078 GNRR
GNRR	11028	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65081 GNRR
GNRR	11038	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.	65095 GNRR
RMMX	8600	86ftBOXCAR,XP Plug door opening 11ft+ Cushion	8600 GNRR
RMMX	8601	86ftBOXCAR,XP Plug door opening 11ft+ Cushion	8601 GNRR
GNRR	10060	50ftBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.	10060 LW
GNRR	10061	50ftBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.	10061 LW
GNRR	10062	50ftBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.	10062 LW
GNRR	10063	50ftBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.	
GNRR	10064	50ftBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.	10064 LW
GNRR	10065	50ftBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.	10065 LW
GNRR	10067	50ftBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.	10067 LW
GNRR	10068	50ftBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.	10068 LW
GNRR	10073	50ftBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.	10073 LW
GNRR	10074	50ftBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.	10074 LW
GNRR	10075	50ftBOXCAR Insulated Plug RBL Cushn REFRIGERATOR,49ft-LESS 59ft INSDE LENGTH CUSHION DFT GEAR/UNDR RME,RBL,AL CARS.	10075 LW
GNRR	708	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.	
MACX	2709	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.	709 GNRR
MACX	2710	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.	710 GNRR
MACX	2711	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.	711 GNRR
MACX	2712	OPEN TOP HOPPER 100 Ton HM OPEN TOP SELF CLEARING HO PER 185,000 & OVER LBS LOAD LIMIT, HM, 100 TO CAPACITY, NON ROTARY COUPLERS, 2300 CU.FT.	712 GNRR

p. 3 of 4

Schedule 1 - Description of Cars

GNRR	4200	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	65001	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	65002	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	65003	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7253	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7254	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7261	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7264	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7200	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7224	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7225	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7226	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7227	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7228	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7233	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7236	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7239	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7241	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7242	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7245	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7246	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7248	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7112	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7133	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7134	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7145	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7149	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7201	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7206	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7212	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
NOPB	7240	50ftBOXCAR,XP Sliding door opening 9ft less than 11ft.
GNRR	7218	50ftBOXCAR XL Sliding door opening 9ft less than 11ftft
GNRR	7241	50ftBOXCAR XL Sliding door opening 9ft less than 11ftft
GNRR	7242	50ftBOXCAR XL Sliding door opening 9ft less than 11ftft
GNRR	7243	50ftBOXCAR XL Sliding door opening 9ft less than 11ftft

7101 GNRR
7125 GNRR
7126 GNRR
7127 GNRR
7128 GNRR
7129 GNRR
7135 GNRR
7138 GNRR
7141 GNRR
7143 GNRR
7144 GNRR
7147 GNRR
7148 GNRR
7150 GNRR
7211 NOPB
7231 NOPB
7232 NOPB
7243 NOPB
7247 NOPB
7102 GNRR
7107 GNRR
7113 GNRR
7142 GNRR

p. 4 of 4

Schedule 1 - Description of Cars
(continued: page 4 of 4)

Description of Cars:
Covered Hoppers, Gravity Disc., 2,920 CF, 100 Tons
[also described as 2929 Cu. Ft. Three Pocket Small Cube Covered Hoppers]
Quantity: eleven (11)
Reporting marks and numbers:

Count	Current reporting mark	Current reporting number		Previous reporting number	Previous reporting mark
1	GNRR	3212		3212	RMGX
2	GNRR	3213		3213	RMGX
3	GNRR	3215		3215	RMGX
4	GNRR	3310		3310	RMGX
5	GNRR	3311		3311	RMGX
6	GNRR	3312		3312	RMGX
7	GNRR	3313		3313	RMGX
8	GNRR	3314		3314	RMGX
9	GNRR	3316		3316	RMGX
10	GNRR	3325		3325	RMGX
11	GNRR	3327		3327	RMGX