

RECORDATION NO. 23230 - H FILED

DEC 12 '05 2:44 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 12, 2005

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 Notice of Full Release of Security Interest, dated as of December 12, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Collateral Schedules previously filed with the Board under Recordation Number 23230.

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

Secured Party: General Electric Capital Corporation
44 Old Ridgebury Road
Danbury, Connecticut 06810

Debtor: Maine Central Railroad Company
Iron Horse Park
North Billerica, Massachusetts 01862

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

20 locomotives: MEC 500 – MEC 519, and
50 open hopper cars within the series MEC 5096 – MEC 5254 as set forth in the exhibit attached to the document.

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

Notice of Full Release of Security Interest.

Also enclosed is a check in the amount of \$33.00 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

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NOTICE OF FULL RELEASE OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

The undersigned, GENERAL ELECTRIC CAPITAL CORPORATION, Secured Party, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release and discharge the security interest held by it insofar as the same encumbers that certain railroad equipment identified on Schedule A attached hereto ("the Railroad Equipment").

Said security interest was originally granted pursuant to the following collateral schedules with Maine Central Railroad Company, Debtor:

1. Collateral Schedule No. 3, dated as of November 15, 2000, filed with the Surface Transportation Board ("Board") on November 15, 2000 at 2:54 p.m. under Recordation Number 23230;
2. Collateral Schedule No. 4, dated as of December 29, 2000, filed with the Board on December 29, 2000 at 10:39 a.m. under Recordation Number 23230-B;
3. Collateral Schedule No. 6, dated as of December 29, 2000, filed with the Board on December 29, 2000 at 11:00 a.m. under Recordation Number 23230-D; and
4. Collateral Schedule No. 5, dated as of December 29, 2000, filed with the Board on December 29, 2000 at 11:20 a.m. under Recordation Number 23230-F.

Further, GENERAL ELECTRIC CAPITAL CORPORATION hereby discharges, as of record at the Board, the corporate guaranties of Guilford Transportation Industries, Inc. with respect to the Railroad Equipment evidenced by the following documents on file with the Board:

1. Corporate Guaranty, dated as of November 10, 2000, filed with the Board on November 15, 2000 at 3:08 p.m. under Recordation Number 23230-A;
2. Corporate Guaranty, dated as of December 20, 2000, filed with the Board on December 29, 2000 at 10:51 a.m. under Recordation Number 23230-C;
3. Corporate Guaranty, dated as of December 28, 2000, filed with the Board on December 29, 2000 at 11:12 a.m. under Recordation Number 23230-E; and
4. Corporate Guaranty, dated as of December 20, 2000, filed with the Board on December 29, 2000 at 11:22 a.m. under Recordation Number 23230-G.

IN WITNESS WHEREOF, GENERAL ELECTRIC CAPITAL CORPORATION has caused this instrument to be executed by its officer thereunto duly authorized this 12 day of December, 2005.

GENERAL ELECTRIC CAPITAL CORPORATION

By: 

Name: BRIAN F. MERES

Title: SENIOR RISK ANALYST

State of _____)
County of _____) ss:

On this 12th day of December, 2005, before me personally appeared Brian F. Meres, to me personally known, who being by me duly sworn, says that (s)he is a Senior Risk Analyst, of GENERAL ELECTRIC CAPITAL CORPORATION, and that said instrument was signed on behalf of said corporation, 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.


NOTARY PUBLIC

My Commission expires: 6/30/08

CHRISTINE TREMARZO
NOTARY PUBLIC
STATE OF CONNECTICUT
My Commission Expires June 30, 2008

EXHIBIT A

Quantity	Manufacturer	Serial Numbers	Model	STB Filings
7	General Motors	MEC 500, 502, 503, 514, 515, 516 and 519	EMD GP40-2 locomotives, four axle, 3,000 horsepower	23230 and 23230-A
7	General Motors	MEC 505, 507, 508, 510, 511, 517 and 518	EMD GP40-2 locomotives, four axle, 3,000 horsepower	23230-B and 23230-C
6	General Motors	MEC 501, 504, 506, 509, 512 and 513	EMD GP40-2 locomotives, four axle, 3,000 horsepower	23230-D and 23230-E
50	Portec Rail Products	MEC 5096, 5115, 5117, 5122, 5125, 5127, 5136, 5147, 5148, 5151, 5153, 5154, 5158, 5161, 5163, 5167, 5174, 5179, 5182, 5183, 5184, 5185, 5187, 5189, 5191, 5194, 5197, 5198, 5205, 5206, 5208, 5211, 5212, 5215, 5216, 5217, 5219, 5223, 5229, 5231, 5232, 5235, 5239, 5243, 5244, 5246, 5248, 5249, 5250, and 5254	3,400 cubic feet, 100 ton open hopper cars	23230-F and 23230-G

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: 12/12/05



Robert W. Alvord