

RECORDATION NO. 26856-B FILED

SEP 25 '08

4-30 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

September 25, 2008

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 Full Release of Security Interest, dated as of September 25, 2008, 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 26856.

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

Administrative
Agent: Calyon New York Branch
1301 6th Avenue
New York, NY 10019-6022

[Grantors: GCR Acquisitions, L.L.C.
Grand Canyon Railway, L.L.C.
Grand Canyon Railway Hotel, L.L.C.
Fray Marcos Hotel Limited Partnership
123 North San Francisco Street, Suite 120
Flagstaff, AZ 86001]

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

All rolling stock of the Grantors WHETHER NOW OWNED OR
HEREAFTER ACQUIRED.

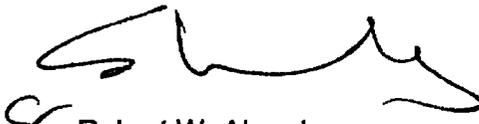
A short summary of the document to appear in the index is:

Notice of Full Release of Security Interest.

Also enclosed is a check in the amount of \$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

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SURFACE TRANSPORTATION BOARD

NOTICE OF FULL RELEASE OF SECURITY INTEREST

The undersigned, CALYON, NEW YORK BRANCH, acting in the capacity described below, publishes this notice that it has terminated, released and discharged all its blanket security interest in and all rights, obligations and interests in and to the Collateral referred to in the documents described below, which includes all gondolas, boxcars, tankers, locomotives and railcars of any type, whether owned by GCR ACQUISITIONS, L.L.C., GRAND CANYON RAILWAY, L.L.C. GRAND CANYON RAILWAY HOTEL, L.L.C., GRAND CANYON RAILWAY, INC. and FRAY MARCOS HOTEL LIMITED PARTNERSHIP (collectively the Grantors) on the date the security interest was first granted, or whether acquired during the period the security interest was in force or thereafter.

Said security interest was originally granted pursuant to the agreements described in the Memorandum of Security Agreement, dated as of March 13, 2007, between CALYON, NEW YORK BRANCH, as administrative agent, and Grantors filed with the Surface Transportation Board ("STB") on March 14, 2007, at 3:50 pm under Recordation Number 26856, as modified by a Memorandum of First Amendment to Security Agreement was filed with the STB on November 14, 2007, at 3:15 pm under Recordation Number 26856-A.

IN WITNESS WHEREOF, CALYON, NEW YORK BRANCH has caused this instrument to be executed by its officer thereunto duly authorized this 25th day of September, 2008.

CALYON, NEW YORK BRANCH

By: Name: Steven Jonassen
Director

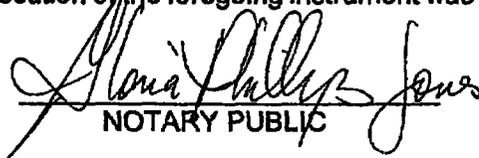
Title: _____

Linda D. Tulloch
Director

State of New York
County of New York

ss:

On this 25th day of September, 2008, before me personally appeared Jensen Jonassen & Linda D. Tuller, to me personally known, who being by me duly sworn, says that (s)he is a ~~her~~ are Directors of CALYON, NEW YORK BRANCH, and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he ~~acknowledged~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


NOTARY PUBLIC

My Commission expires:

GLORIA PHILLIPS-JONES
NOTARY PUBLIC, State of New York
No. 01PH5172421
Qualified in Queens County
Term Expires August 13, 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: 9/25/08



Robert W. Alvord