

RECORDATION NO 21617-A

FILED

September 26, 2012 04:30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

September 26, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease Agreement, dated as of September 26, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 21617.

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

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, IL 60601

[Lessee: Georgia & Florida Railway, LLC (as successor
to Georgia & Florida Railroad Co., Inc.)
252 Clayton Street, 4th Floor
Denver, CO 80206]

Chief
Section of Administration
September 26, 2012
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A description of the railroad equipment covered by the enclosed document is:

52 railcars TERMINATED within the series GFRR 10202 – GFRR 10254 and GFRR 584832 – GFRR 585919 as more particularly set forth in the attachment to the document.

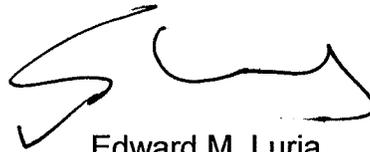
A short summary of the document to appear in the index is:

Partial Termination of Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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,

A handwritten signature in black ink, appearing to be 'E. M. Luria', written in a cursive style.

Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD
PARTIAL TERMINATION OF LEASE AGREEMENT

The undersigned, General Electric Railcar Services Corporation, as Lessor, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby acknowledge the partial termination of the Per Diem Lease Agreement 0676-92-1 (formerly numbered 3069-92-01) and Schedule No. 1 thereto, each dated as of July 29, 1998 (the "Lease") between GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, a Delaware corporation, having an address at 161 North Clark Street, 7th Floor, Chicago Illinois, 60601, USA, as lessor ("Lessor") and GEORGIA & FLORIDA RAILWAY, LLC, a Delaware limited liability company, having an address at 252 Clayton Street, 4th Floor, Denver, CO 80206 (as successor in interest to Georgia & Florida Railroad Co., Inc., a Georgia corporation), as lessee ("Lessee"), as supplemented by Schedule No. 1 Extension No. 1 – 0676-92-1 dated July 1, 2010 between Lessor and Lessee, and Schedule No. 1 Extension No. 2 – 0676-92-1 dated May 14, 2012 between Lessor and Lessee.

The Lease was duly filed with the Interstate Commerce Commission (now the Surface Transportation Board) on September 1, 1998 under Recordation Number 21617.

The railroad equipment covered by this partial termination is set forth on Schedule A attached hereto.

IN WITNESS WHEREOF, GENERAL ELECTRIC RAILCAR SERVICES CORPORATION has created this instrument to be executed by its officer thereunto duly authorized this 26th day of September, 2012.

GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION

By: _____

Name: _____

Title: _____


Mark Stefani
Vice President

State of Illinois)
)
County of Cook)

On this, the 26th day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

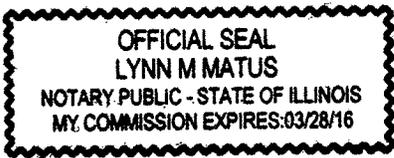
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Lynn M. Matus
Name: Lynn M. MATUS

Notary Public

My Commission Expires: 3/28/16

Residing in: Cook County Illinois



Schedule A
Railroad Equipment

<u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>
1	GFRR	10202	27	GFRR	585590
2	GFRR	10249	28	GFRR	585592
3	GFRR	10254	29	GFRR	585596
4	GFRR	584832	30	GFRR	585601
5	GFRR	584955	31	GFRR	585607
6	GFRR	585172	32	GFRR	585626
7	GFRR	585210	33	GFRR	585644
8	GFRR	585213	34	GFRR	585645
9	GFRR	585245	35	GFRR	585662
10	GFRR	585264	36	GFRR	585664
11	GFRR	585265	37	GFRR	585677
12	GFRR	585268	38	GFRR	585683
13	GFRR	585290	39	GFRR	585690
14	GFRR	585317	40	GFRR	585700
15	GFRR	585319	41	GFRR	585708
16	GFRR	585324	42	GFRR	585709
17	GFRR	585351	43	GFRR	585744
18	GFRR	585356	44	GFRR	585764
19	GFRR	585370	45	GFRR	585773
20	GFRR	585377	46	GFRR	585781
21	GFRR	585390	47	GFRR	585789
22	GFRR	585396	48	GFRR	585798
23	GFRR	585444	49	GFRR	585865
24	GFRR	585533	50	GFRR	585905
25	GFRR	585535	51	GFRR	585912
26	GFRR	585556	52	GFRR	585919

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 9/26/12

Edward M Luria
Edward M. Luria