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July 26, 2002

RECORDATION NO. 23981-C FILED

JAN 26 '02 3-29 PM

SURFACE TRANSPORTATION BOARD

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Termination—Equipment, a secondary document, dated as of July 23, 2002. The primary document to which this is connected is recorded under Recordation No. 23981. We request that one copy of this document be recorded under Recordation No. 23981-C.

The name and address of the party to the Partial Termination—Equipment is:

Secured Party:

The Bank of Nova Scotia
600 Peachtree Street, Suite 2700
Atlanta, GA, 30308

A description of the equipment covered by the Partial Termination—Equipment consists of two 1939 built articulated chair cars numbered SWKR 683-a, 683-b and 685-a, 685-b and one 1925 pullman coach numbered SWKR 2692.

BALL JANIK LLP

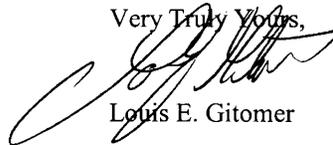
Honorable Vernon A. Williams
July 26, 2002
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A fee of \$30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Partial Termination—
Equipment by The Bank of Nova Scotia, 600 Peachtree Street, Suite 2700, Atlanta, GA, 30308,
covering two 1939 built articulated chair cars numbered SWKR 683-a, 683-b and 685-a, 685-b
and one 1925 pullman coach numbered SWKR 2692.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', written over the typed name.

Louis E. Gitomer

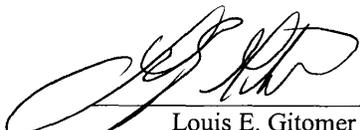
Enclosures

SCHEDULE I—EQUIPMENT

SWKR	683-a, 683-b	1939 built articulated chair car
SWKR	685-a, 685-b	1939 built articulated chair car
SWKR	2692	1925 pullman coach

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Partial Termination—Equipment dated as of July 23, 2002, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
July 26, 2002