

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

July 26, 2002

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

RECORDATION NO. 23981-D FILED

JUL 26 '02 3-39 PM

SURFACE TRANSPORTATION BOARD

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-D.

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 the locomotives listed on the attached Schedule I.

BALL JANIK LLP

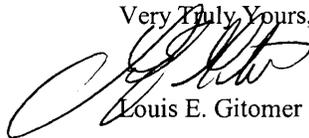
Honorable Vernon A. Williams
July 26, 2002
Page 2

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 the locomotives listed on the attached Schedule I.

Very Truly Yours,



Louis E. Gitomer

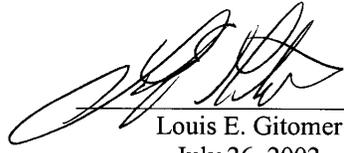
Enclosures

SCHEDULE I—EQUIPMENT

| | | |
|-------|------|------------|
| I & O | 81 | GP - 30 |
| I & O | 82 | GP - 30 |
| I & O | 83 | GP - 30 |
| IORY | 86 | GP - 30 M |
| TNMR | 173 | GP - 9 |
| TNER | 272 | GP - 9 |
| MKNR | 1750 | GP - 9 |
| MKNR | 1806 | GP - 18 |
| TPW | 2001 | GP - 20 |
| CBNS | 2003 | MF - 30-C |
| CSOR | 2008 | B - 23 - 7 |
| DGNO | 2014 | GP - 7 |
| CBNS | 2016 | MF - 30-C |
| TPW | 2018 | GP - 20 |
| CBNS | 2032 | MF - 30-C |
| CBNS | 2034 | MF - 30-C |
| CBNS | 2039 | MF - 30-C |
| GAAB | 2077 | GP - 7 |
| SDIY | 2168 | GP - 7 |
| GSWR | 2185 | GP - 7 |
| CERA | 2251 | GP - 30 |
| CERA | 2253 | GP - 30 |
| CERA | 2254 | GP - 30 |
| CERA | 2255 | GP - 30 |
| SOR | 3502 | M - 420 |
| SOR | 3508 | M - 420 |
| SOR | 3509 | M - 420 |
| CBNS | 3627 | MR - 18 |
| CBNS | 3675 | MR - 18 |
| CBNS | 3716 | MR - 18 |
| CBNS | 3842 | MR - 18 |
| LWR | 4204 | GP - 9 |
| MKNR | 4302 | GP - 7 |
| MKNR | 4303 | GP - 7 |
| SCRF | 6187 | GP - 9 |
| NCVA | 6515 | GP - 9 |
| MKNR | 9309 | GP - 40 |

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