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November 5, 2002

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

RECORDATION NO. 23981-H FILED

NOV 05 '02 11-09 AM

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 Release from Surface Transportation Board Filed Encumbrance, a secondary document, dated as of November 1, 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-H.

The name and address of the party to the Release from Surface Transportation Board Filed Encumbrance is:

Secured Party:

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

A description of the equipment covered by the Release from Surface Transportation Board Filed Encumbrance consists of 11 locomotives numbered ARZC 3803, CPDR 70, CSOR 2009, 2010, 2011, 2012, and 2013, SL 2207, and ISRR 3977, 3983, and 3988.

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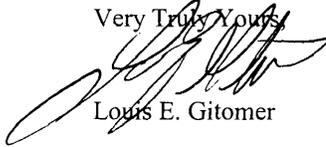
Honorable Vernon A. Williams  
November 5, 2002  
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A fee of \$30.00 is enclosed. Please return the original to:

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 Release from Surface Transportation Board Filed Encumbrance by The Bank of Nova Scotia, 600 Peachtree Street, Suite 2700, Atlanta, GA, 30308, covering 11 locomotives numbered ARZC 3803, CPDR 70, CSOR 2009, 2010, 2011, 2012, and 2013, SL 2207, and ISRR 3977, 3983, and 3988.

Very Truly Yours



Louis E. Gitomer

Enclosures

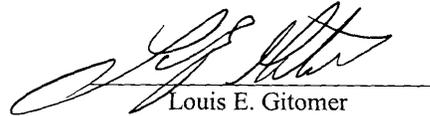


EXHIBIT A

ARZC 3803  
CPDR 70  
CSOR 2009  
CSOR 2010  
CSOR 2011  
CSOR 2012  
CSOR 2013  
SL 2207  
ISRR 3977  
ISRR 3983  
ISRR 3988

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Release from Surface Transportation Board Filed Encumbrance dated as of November 1, 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.



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Louis E. Gitomer  
November 5, 2002