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February 9, 2007

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

RECORDATION NO.

23607-C
FILED

FEB 09 '07 -2 32 PM

Dear Secretary Williams:

SURFACE TRANSPORTATION BOARD

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Termination of Sublease Agreement, a secondary document, dated as of January 3, 2007. The primary document to which this is connected is recorded under Recordation No. 23607. We request that the copy of this document be recorded under Recordation No. 23607-C.

The names and addresses of the parties to the Termination of Sublease Agreement are:

Sublessor:

Dial & Companies, Inc.
3340 Camp Bowie Blvd., Suite 200
Fort Worth, TX 76107

Sublessee:

Seminole Electric Cooperative Inc.
16313 North Dale Maury Highway
Tampa FL 33688-2000

A description of the equipment covered by the Termination of Sublease Agreement consists of 337 Aluminum BethGon Coalporter 286,000-pound cars numbered CWEX 4001-4345, to be renumbered COAX 4001-4345, respectively.

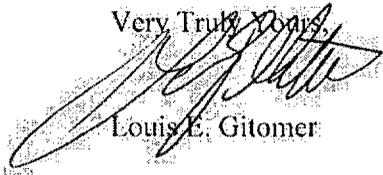
Honorable Vernon A. Williams
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A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Termination of Sublease Agreement between Dial & Companies, Inc., 3340 Camp Bowie Blvd., Suite 200, Fort Worth, TX 76107, and Seminole Electric Cooperative Inc., 16313 North Dale Maury Highway, Tampa FL 33688-2000, covering 337 Aluminum BethGon Coalporter 286,000 pound cars numbered CWEX 4001-4345, to be renumbered COAX 4001-4345, respectively.

Very Truly Yours



Louis E. Gitomer

Enclosure

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TERMINATION OF SUBLEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF SUBLEASE AGREEMENT is made as of January 3, 2007 by Dial & Companies, Inc. ("Dial"), as sublessor, and Seminole Electric Cooperative, Inc. ("Seminole"), as sublessee.

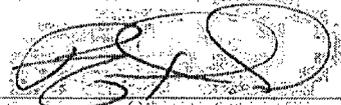
WITNESSETH:

WHEREAS, Dial and Seminole are parties to that certain Memorandum of Sublease Agreement dated as of November 30, 2000 (the "Lease"), which has been recorded with the Surface Transportation Board (the "Board") on August 8, 2001 under Recordation Number 23607-A concerning 337 Aluminum BethGon Coalporter 286,000 pound cars numbered CWEX 4001-4345, to be renumbered COAX 4001-4345, respectively; and

WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged;

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Lease in the files of the Board, Dial and Seminole hereby terminate and cancel the Lease as of the date herein first written above; provided that this termination does not apply to provisions of the Lease and the Mutual Termination of Sublease between Dial and Seminole dated January 3, 2007 stated to survive such termination.

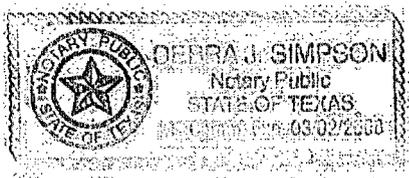
IN WITNESS WHEREOF, the parties hereto have caused this Termination of Sublease Agreement to be duly executed as of the date hereinabove first written:

Dial & Companies, Inc.
By: 
Russell D. Dial, Vice President

Seminole Electric Cooperative, Inc.
By: 
Name: Richard J. Madulla
Title: Executive Vice President and General Manager

STATE OF TEXAS)
) ss.
COUNTY OF TARRANT)

On this 23rd day of January, 2007, before me personally appeared Russell D. Dial, to me personally known, who being duly sworn, says that he is an officer of Dial & Companies, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Debra J. Simpson
Notary Public, State of Texas

(Print or Type Notary's Name)

My Commission Expires:

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

Before me personally appeared Richard J. Midulla to me personally known, who being duly sworn, says that he is an officer of Seminole Electric Cooperative, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Trustees and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

WITNESS my hand and official seal, this 2nd day of February A.D. 2007.

ANTONIA M. VACCARO
Notary Public, State of Florida
Commission No. DD218778
Qualified in Hillsborough County
Commission Expires June 8, 2007

Antonia M. Vaccaro

Antonia M. Vaccaro
Notary Public Commission Number DD218778
State of Florida
My Commission Expires: