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LAW OFFICES OF
LOUIS E. GITOMER, LLC.

SURFACE TRANSPORTATION BOARD

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November 8, 2011

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

Dear Ms. Brown:

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

The document is a Partial Termination of Security Agreement, a secondary document, dated as of November 3, 2011. The primary document to which this is connected is recorded under Recordation Number 20312. We request that this document be recorded under Recordation Number 20312-SS.

The name and address of the party to the Partial Termination of Security Agreement is:

Indenture Trustee:

Manufacturers and Traders Trust Company
25 South Charles Street
Baltimore, MD 21202

A description of the equipment covered by the Partial Termination of Security Agreement consists of 13 SD 40-3 locomotives numbered KCS 609, 623, 637 (renumbered 3200), 638 (renumbered 3201), 645 (renumbered 3208), 647 (renumbered 3210), 648 (renumbered 6046), 654, 657, 659 (renumbered 3222), 666, 667, and 677 (renumbered 3233).

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown

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A short summary of the document to appear in the index follows: a Partial Termination of Security Agreement by Manufacturers and Traders Trust Company, 25 South Charles Street, Baltimore, MD 21202, covering 13 SD 40-3 locomotives numbered KCS 609, 623, 637 (renumbered 3200), 638 (renumbered 3201), 645 (renumbered 3208), 647 (renumbered 3210), 648 (renumbered 6046), 654, 657, 659 (renumbered 3222), 666, 667, and 677 (renumbered 3233).

Very Truly Yours,

Louis E. Götömer

Enclosure

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SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION OF SECURITY AGREEMENT

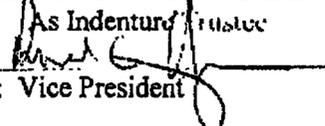
Reference herein is made to the Memorandum of Trust Indenture and Security Agreement (Southern Capital Trust II 2002-1) dated as of June 25, 2002 between SCC SPV II, LLC, as debtor, and Manufacturers and Traders Trust Company, as successor-in-interest to Allfirst Bank, as indenture trustee ("M&T"), recorded at the Surface Transportation Board on June 25, 2002 under Recordation No. 20312-T (the "Security Agreement").

M&T hereby terminates and releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of 13 SD 40-3 locomotives numbered KCS 609, 623, 637 (renumbered 3200), 638 (renumbered 3201), 645 (renumbered 3208), 647 (renumbered 3210), 648 (renumbered 6046), 654, 657, 659 (renumbered 3222), 666, 667, and 677 (renumbered 3233) secured by the Security Agreement.

Dated as of: November 3, 2011

Manufacturers and Traders Trust Company,

As Indenture Trustee

By: 

Title: Vice President

State of Maryland)
) ss
County of Calvert)

On this 3rd day of November 2011, before me, the undersigned Notary Public,
personally appeared Donald C. Noyes personally known to me to be the person
who executed the within instrument as Vice President on behalf of the
corporation therein named, and acknowledged to me that the corporation executed it.

My Commission expires 4/2/2014 ...
Donald K. Smith
Notary Public for Ch. Noyes, Inc.